

**ISSUER INFORMATION AND DISCLOSURE STATEMENT
PURSUANT TO
RULE 15c2-11(a)(5)**

**ZNEXT Mining Corp.
(A Delaware Corporation)
Stock: Symbol: ZNXT & ZNXPP**

Barangay Manlauyan
Gango, Libona
Bukidnon
Mindanao Island 8600, Philippines

Federal I.D. Number
US 98-040-1193

CUSIP No. Common Stock

CUSIP#- 98975U 108 – Common ~ Delaware
CUSIP#- 98975U 405 – Preferred ~ Delaware

PRIMARY SIC CODE 1040 – Metals & Mining
SECONDARY SIC CODE 1041 – Gold, Silver & Precious Metals
Philippines SEC Registration # CS 200406023
CIK# 000 1317716
Certificate CID #- 2005-00497110

ISSUER'S EQUITY SECURITIES

COMMON STOCK

\$0.001 Par Value
150,000,000 ~ Shares Authorized
51,133,997 ~ Total Issued & Outstanding
20,133,997 ~ Public Float
4,997 ~ No. of Shareholders
(As of December 31, 2009)

PREFERRED STOCK

\$0.00000001 Par value
80,000 ~ Shares Authorized
66,299 ~ Total Issued & Outstanding
6,299 ~ Public Float
822 ~ No. of Shareholders
(As of December 31, 2009)

TRANSFER AGENT:

First Public Securities Transfer Corporation, Inc.
4546 B-10 El Camino Real
Suite # 288
Los Altos, CA 94022

INFORMATION AND DISCLOSURE STATEMENT

December 31, 2009

ALL INFORMATION FURNISHED HEREIN HAS BEEN PREPARED FROM THE BOOKS AND RECORDS OF ZNEXT MINING CORP., A DELAWARE CORPORATION (THE "COMPANY" OR "ISSUER") IN ACCORDANCE WITH RULE 15c2-11(a)(5) PROMULGATED UNDER THE SECURITIES AND EXCHANGE ACT OF 1934, AS AMENDED, AND IS INTENDED ONLY AS INFORMATION TO BE USED BY SECURITIES BROKER-DEALERS.

The ZNext Mining Corporation's 2007, 2008 & 2009 Annual Financial Statements and information presented has been prepared from the books and records and will include a Philippines' CPA audit or review. The predecessor and coming successor of ZNext Mining – PEARL Asian Mining Industries, Inc.'s 2004 Annual Financial Report was Audited by an Ernst & Young Philippines' CPA Affiliate Firm; the 2005 Annual Financial Report was Audited by an Independent Philippines' CPA Firm; the 2006 Annual Financial Report was Audited by an RSM International Philippines' Affiliate CPA Firm. The 2007, 2008 & 2009 Annual Financial Reports will be Audited or Reviewed by an Independent Philippines' CPA Firm. Furthermore, the Annual Financial Reports from 2007, 2008 and 2009 are to be Re-Certified and RE-Audited by an Independent USA CPA according to USA GAAP (by an approved US PCAOB Accountant. These Financial Statement Reports may include all disclosures required by generally accepted accounting principles. In the opinion of management, all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of the financial information for the periods indicated, have been included. The results of operations for these Financial Reports are not necessarily indicative of operating results for the entire years. For further information regarding the Company's accounting policies, refer to the consolidated financial statements and related notes to be included in the Company's 2004, 2005, 2006, 2007, 2008 & 2009 Annual Report ending December 31st.

The ZNext Mining Corporation's predecessor and upcoming successor, Pearl Asian Mining Industries, Inc. owns mining assets mainly in the Philippines and some 12 mining claims in Vancouver B.C., Canada. The company's founder irrevocably and unconditionally held her shares in Pearl Asian Mining (Philippines) for the benefit of the ZNXT/ZNXPP and its shareholders. The main reason to agree to sell all of the assets and/or reincorporate back to the Philippines as Pearl Asian Mining Industries, Inc was to eliminate this layer of ownership and so that the publicly trading entity and its shareholders could more directly own 100% of the company's Philippines assets as previously announced.

ZNext Mining Corporation Inc. (Symbol: ZNXT) and its predecessors has **NEVER been a US SEC Reporting Company** since inception. ZNext Mining Corporation Inc. intended to and strove to become a U.S. Securities & Exchange Commission (SEC) Reporting company, so that in 2007 ZNext Mining obtained its CIK# 000 1317716 and its Certificate CID # 2005-00497110 in preparation for registration with the U.S. Securities & Exchange Commission (SEC). Pearl Asian Mining, its predecessor and upcoming successor, is a duly registered Philippines SEC Company, Registration CS # 200406023 since 2004.

The original Pearl Asian Mining Industries-Philippines was **not** spun out from Blackout Media. Furthermore, the Pearl Asian Mining-Ontario Canada Company was incorporated on April 25, 2003, whereas, on June 12, 2009, the US SEC claimed that the Pearl Asian Mining-Ontario Canada company was a spun out company of the Blackout Media that was created in November, 2003, thus it must have been a different company referenced.

Neither ZNext Mining Corporation Inc. (Symbol: ZNXT)" nor any of its predecessors has ever been a **SHELL** company, therefore the exemption offered pursuant to Rule 144 is available. Anyone who purchased securities directly or indirectly from us or any of our affiliates in a transaction or chain of transactions not involving a public offering can sell such securities in an open market transaction after those shares have been held for 1 year. ZNext and its predecessor Pearl Asian Mining Industries, Inc. is an Issuer since April, 2003, that has mining operations, has extensive mining interests and real estate assets besides cash and cash equivalents. It had had over 30 employees, comprising of skilled and unskilled consulting laborers, and produced gold products from 2006 and 2007 during its extensive mining exploration and operations.

ZNext Mining Corporation Inc. / Pearl Asian Mining Industries, Inc., is still currently and continuously operating, exploring, drilling and mining. ZNext Mining Corporation has never been a dormant or shell company, has been in operation since 2003 when it acquired its first asset and has been actively pursuing its original business plan since incorporation. The company is an international junior mining company engaged in the exploration and the development of existing as well as new and underdeveloped mineable sites.

NO DEALER, SALESMAN OR ANY OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS NOT CONTAINED HEREIN IN

CONNECTION WITH THE COMPANY. ANY REPRESENTATIONS NOT CONTAINED HEREIN MUST NOT BE RELIED UPON AS HAVING BEEN MADE OR AUTHORIZED BY THE COMPANY

The undersigned hereby certifies the information herein is true and correct to the best of our knowledge and belief.

ZNEXT Mining Corporation, Inc
PEARL Asian Mining Industries, Inc.



By: George Faustino S. Carpio Jr.
CEO/ President

**COPIES OF THIS INFORMATION AND DISCLOSURE STATEMENT ARE AVAILABLE FROM
THE ISSUER UPON REQUEST.**

Pink OTC Markets encourages all issuers of OTC equity securities to make adequate current information available to the public markets. Pink OTC Markets believes that federal securities laws, such as Rules 10b-5 and 15c2-11 of the Securities Exchange Act of 1934 ("Exchange Act"), and Rule 144 of the Securities Act of 1933 ("Securities Act"), and state Blue Sky laws require issuers to provide adequate current public information. With a view to encouraging compliance with these laws, Pink OTC Markets has created these Guidelines for Providing Adequate Current Information ("Guidelines") in order to assist issuers with understanding their disclosure obligations.

Pink OTC Markets believes adequate current information must be publicly available when an issuer's securities are quoted by a broker-dealer under the following circumstances:

- At the time of initial quotation in public markets;**
- At any time corporate insiders or other affiliates of the issuer are offering, buying or selling the issuer's securities in the OTC market;**
- During any period when a security is the subject of ongoing promotional activities having the effect of encouraging trading of the issuer's securities in the OTC market;**
- At the time securities initially sold in a private placement become freely tradable in the OTC market; or**
- At any time the issuer's securities are quoted on OTCQX or included in the Current Information OTC Market Tier.**

Issuers with securities listed on International OTCQX are providing adequate current information because such issuers either (i) have a class of their securities registered with the Securities and Exchange Commission ("SEC") under Section 12(g) of the Exchange Act and are current in their SEC reporting obligations or (ii) are non-U.S. issuers that are exempt from registration pursuant to Exchange Act Rule 12g3-2(b) or 12g3-2(e), as applicable, are current and fully compliant with their obligations thereunder, and have posted the information required to be submitted or made available to the Commission under Exchange Act Rules 12g3-2(b), 12g3-2(e), or 12g3-2(f), as applicable, in English via the OTC Disclosure and News Service.

These Guidelines may be amended from time to time, in the sole and absolute discretion of Pink OTC Markets, with or without notice.

This is not legal advice, and Pink OTC Markets cannot assure anyone that compliance with our disclosure requirements will satisfy any legal requirements.

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ZNext Mining Corporation, Inc
PEARL Asian Mining Industries, Inc.
(Philippines & Canadian Corporation)

GENERAL INFORMATION AND INITIAL DISCLOSURE OBLIGATIONS STATEMENT

December 31, 2009

All information contained in this Information and Disclosure Statement has been compiled to fulfill the disclosure requirements of Rule 15c2-11(a)(5) promulgated by the Securities and Exchange Act of 1934, as amended. The enumerated items and captions contained herein correspond to the format as set forth in the Rule.

Part A General Company Information

Item 1. The exact name of the issuer and its predecessor (if any). *In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.*

1. PEARL Asian Mining Industries, Inc. ~ **Philippines** Corporation ~10/15/ 2009 to Present
(Symbol: _____: CUSIP # **Y6804H 126** / ISIN # **PHY6804H 1261** - Common)
2. PEARL Asian Mining Industries, Inc. ~ **Canada** Corporation ~ 10/15/2009 to Present
(Symbol: _____: CDS # **704752 401** / ISIN # **CA704752 4011** - Common)
3. ZNext Mining Corporation Inc. ~ **Delaware** Corporation. ~ 11/ 22/2007 to 10/14 /2009
(Symbol: **ZNXT**- CUSIP # **98975U 108** Common & Symbol: **ZNXP** CUSIP # **98975U 207** Preferred & Symbol: **ZNXP**- CUSIP # **98975U 405** Preferred)
4. Pearl Asian Mining Industries, Inc. ~ **Wyoming** corporation ~ 07/.29/2005 to 11/21/2007
(Symbols: **PAIM** – CUSIP # **704755 107**- Common & **PAIMP**- CUSIP # **704755 205**- Preferred & **PAIIP**- CUSIP # **704755 305** - Preferred)
5. Pearl Asian Mining Industries, Inc. ~ **Philippines** Corporation ~ 02/14/2005 to 07/28/2005
(Symbol: **PRLGF** CUSIP # **Y 6804H 100** –Common CUSIP# **Y 6804H 118** – Preferred)
6. Pearl Asian Mining Industries, Inc. ~ **Oregon** Corporation ~ 04/21/2004 to 02/13,/2005
(Symbol: **PRMN** CUSIP# **704752 302** & ISIN# **US 704752 3029**– Common)
7. Pearl Asian Mining Industries, Inc ~ **Canada** Corporation ~ 04/25/2003 to 04/20/2004
(Symbol: **PAMJF** CUSIP # **704752 104** – Common)
(Symbol: **PAMXFP**- CUSIP# **70475211 203** - Preferred)

Item 2. ADDRESS OF THE ISSUER'S PRINCIPAL EXECUTIVE OFFICES: *In answering this item, please also provide (i) the telephone and fax number of the issuer's principal executive offices, (ii) if applicable, the URL of each website maintained by or on behalf of the issuer, and (iii) if applicable, the name, phone number, email address, and mailing address of the person responsible for the issuer's investor relations.*

The 2009 to Present Principal Office of: ZNext Mining Corporation Inc.
(PEARL Asian Mining Industries, Inc.)
Brgy. Manlauyan, Gango
Libona, Bukidnon
Mindanao Island 8600, Philippines
(i).Tel # (888) 558.1288 / 011 63 88 309 0969
Fax# (888) 588.0854 / 011 63 88 857 8236
(ii) URL; www.PEARLMining.com
(iii).Investor Relations: ASilverelli Investor Relations / Adam Silver
IR #: Tel #: 858-220-4393
e-mail: Inquire@PEARLMining.com
PEARLMiningCanada@gmail.com

The past ZNext Mining Corporation, Inc. Addresses: (2007-2008)
1240 Roxas Blvd, Penthouse F
Ermita, Manila, Philippines 9000
(i).Tel # (888) 498-0001 or +632-567-5162 to 5165
Fax # (888) 588-0854 or +632-567-5166
(ii) URL; www.znextmining.com
(iii). Investor Relations: Jordan Richards & Ass./ Madeleine Franco
Email: IRPAIM@hotmail.com / znxt@znextmining.com

The past Pearl Asian Mining Industries, Inc. Address: (2005-2006)
3101- B East Tower
Philippine Stock Exchange
Ortigas. Pasig City
Philippines 1605
(i).Tel # 011 632 490-0140
Fax # 011 632 490-0144
(ii) URL; www.pearlasianmining.com
(iii).Investor Relations: Jeffrey Bosaw, Anthony Val Gary Gotanco, Eric Miller
e-mail: pearl@pearlasian.net

The past Pearl Asian Mining Industries, Inc. Address: (2003-2004)
1903 - West Tower PSE Centre
Philippine Stock Exchange
Ortigas. Pasig City
Philippines 1605
(i).Tel # 011 632 687-5028 Local # 204
Fax # 011 632 687 5033 or 650-323-6189
(ii) URL; www.pearlasian.net
(iii).Investor Relations: Paul Miller Tel # 866.732.7888
e-mail: pearl@pearlasian.net

PAST USA Registered Agent Addresses:

402 West Broadway St
Suite 400-18
San Diego, CA 92101

~0~

9663 Santa Monica Blvd, Suite 258
Beverly Hills, CA 90210

**Item 3. THE JURISDICTION OF THE ISSUER'S
INCORPORATION OR ORGANIZATION**

Provide the issuer's jurisdiction(s) of incorporation or jurisdiction(s) of organization (if the issuer is not a corporation) and the date on which it was incorporated or organize.

1. Original Creation of Pearl Asian Mining Industries, Inc. - March 17, 2003 – private company ~ Pearl Asian Gold Company
2. Incorporated in Canada -April 25, 2003 Pearl Asian Mining Industries, Inc.
3. Re- Incorp. Oregon, USA. - April 21, 2004 Pearl Asian Mining Industries, Inc.
4. Incorporated in the Philippines - April 22, 2004 Pearl Asian Mining Industries, Inc.
5. Re- Incorp. Canada - April. 25, 2003 Pearl Asian Mining Industries, Inc.
6. Re- Incorp. Wyoming, USA. - July 29, 2005 Pearl Asian Mining Industries, Inc
7. Re- Incorp. Delaware, USA - Nov. 22, 2007 ZNext Mining Corporation, Inc
8. Pending reincorporation to the Philippines for common shares and Canada for Preferred shares as further described below:

PART B: Share Structure

Item 4. EXACT TITLE AND CLASS OF ISSUER'S SECURITIES OUTSTANDING: *In answering this item, provide the exact title and class of each class of outstanding securities. In addition, please provide the CUSIP and trading symbol.*

Foreign **Philippines PEARL Asian Mining Industries, Inc.** Common Stock

Symbol: (tba) CUSIP# Y6804H 126 & ISIN # PHY Y6804H 1261

Foreign **Canada PEARL Asian Mining Industries, Inc.** Common Stock

Symbol: (tba) CDS# 704752401 & ISIN # CA7047524011

COMMON STOCK

\$0.001 Par Value

150,000,000 ~ Shares Authorized

51,133,997 ~ Total Issued & Outstanding

20,133,997 ~ Public Float

4,997 ~ No. of Shareholders

(As of December 31, 2009)

PREFERRED STOCK

\$0.00000001 Par value

80,000 ~ Shares Authorized

66,299 ~Total Issued & Outstanding

6,299 ~ Public Float

822 ~No. of Shareholders

(As of December 31, 2009)

Item 5. PAR OR STATED VALUE OF ISSUER'S SECURITIES

A. PAR VALUE:

- 1). Common Stock: Par Value \$.001 – Delaware & Philippines
- 2). Preferred Stock: Par value \$0.00000001- Delaware
- 3). Common Stock: Par Value \$0.10 - Canada

B. COMMON OR PREFERRED:

1. Common Equity: Shareholders have no special dividend, voting or pre-emption rights
2. Common or Preferred: There are no other material rights of Common or Preferred Stockholders.
3. Preferred Equity: Shareholders have no special dividend, but super voting rights so that every One (1) Preferred share votes the equivalent of 100,000 common shares. There are currently no conversion, liquidation rights as well as redemption or sinking fund provisions.
4. There are no other provisions in issuer's charter or by-laws that would delay, defer or prevent a change in control of the issuer.

Item 6. NUMBER OF SHARES OR TOTAL AMOUNT OF ISSUER'S SECURITIES OUTSTANDING FOR EACH CLASS OF SECURITIES AUTHORIZED; *In answering this item, provide the information below for each class of Securities authorized. Please provide this information (i) as of the end of the issuer's most recent fiscal quarter and (ii) as of the end of the issuer's last two fiscal years.*

2009 CLASS SECURITIES REPORT

I. COMMON STOCK

	<u>4th Quarter 2009</u>	<u>3rd Quarter 2009</u>
(i). Period end date	December 31, 2009	Sept. 30, 2009
(ii). Number of shares authorized	150,000,000	130,000,000
(iii). Number of shares outstanding	51,133,997	47,788,417
(iv). Freely tradable shares (<u>public float</u>)	20,133,997	16,788,417
(v). Total number of shareholders	4,997	5,057

2009 CORPORATE ACTIONS on COMMON STOCKS:

CUSIP # 98975U 108 - COMMON STOCK

1. **03/13/2009** ~ Changed Jurisdiction from Delaware Corporation to Philippines Corporation:
Effective October 15, 2009 as Philippine Corporation.
 - A) All the **ZNXT Common Shares** are converted to Common Shares of **PEARL Asian Mining Industries- Philippines ~ CUSIP # Y6804H 126 & ISIN # PHY6804H 1261** (Stock Symbols: **pending**)
 - B) All the **ZNXP Preferred Shares** are converted to Common Shares of **PEARL Asian Mining Industries- Canada CDS # 704752 401 & ISIN # CA7047524011** (Stock Symbols: **pending**)

2. **11/18/2009** ~ **50 ZNXT: 75 Ratio ~ PEARL Asian Mining –Philippines Corporation Common Stocks** (25 Unrestricted & 50 Restricted of Common Shares
&
1 ZNXPP: 10,000 Ratio ~ PEARL Asian Mining (Canada Corporation) Common shares
(1 Preferred Share Exchanged with 10,000 Common Shares of
(PEARL Asian Mining – Canada Corporation Common Shares))

3. **11/30/2009**~ Distribution Payment Date
**THIS CORPORATE ACTION IS NOT THE TRADITIONAL FORWARD SPLIT
NOR A REVERSE SPLIT. THIS IS A MANDATORY EXCHANGE & RESTRUCTURING**

<u>2009</u>	<u>2nd Quarter 2009</u>	<u>1st Quarter</u>
(i). Period end date	June 30, 2009	March. 31, 2009
(ii). Number of shares authorized	130,000,000	130, 000,000
(iii).Number of shares outstanding	44,565,130	44,565,130
(iv). Freely tradable shares (public float)	15,310,927	12,129,780
(v). Total number of beneficial shareholders	5108	5108
(v). Total number of shareholders on record	5108	5108

CUSIP # 98975U 405- PREFERRED STOCK

(i). Period end date	December 31, 2009	November 18, 2009
(ii). Number of shares authorized	80,000	80, 000
(iii).Number of shares outstanding	66,299	60,210
(iv). Freely tradable shares (public float)	6,299	6,210
(v). Total number of beneficial shareholders	822	824
(v). Total number of shareholders on record	822	824

2008 & 2007 CLASS SECURITIES REPORT

COMMON STOCK

Annual Report 2008 **Annual Report 2007**

2007– 2008

(i). Period end date	Dec. 31, 2008	Dec. 31, 2007
(ii). Number of shares authorized	130,000,000	4,000,000,000
(iii). Number of shares outstanding	44,565,130	44, 565,130
(iv). Freely tradable shares (public float)	12,129,780	10, 565,130
(v). Total number of shareholders	4880	4880

2007 CORPORATE ACTIONS on COMMON STOCKS (Symbol: PAIM):

A. DIVIDEND DISTRIBUTION:

- I. 02/26/2007~ 1 Common Stock (Symbol: PROL) for every 100 Common Stocks:**
as Dividend was paid by Philippines Royal Oil & Alternative Energy, Inc. Company to all Common Stockholders of Pearl Asian Mining in exchange for the 100% in the Oil mineral exploration interests in Calatrava Negros Occ. Philippines.

NOTE:

1. Pearl Asian Mining does NOT own the Philippines Royal Oil & Alternative Energy, Inc. (Former Symbol: PROL).
 2. Philippines Royal Oil & Alternative Energy, Inc. is NOT a Subsidiary Pearl Asian Mining Industries, Inc.
- II. 06/30/2007~ CASH Dividends Issued @ the Rate of \$0.00002 per share** held by the Common Stockholders of Pearl Asian Mining (Symbol: PAIM)

B. SPLITS & BUY BACKS:

- I. 07/20/2007~ 95% Buy Back of all Common Shares (Symbol:PAIM) ~ Cost @ \$0.00002/share**
- II. 12/11/ 2007~ 500:1 Reverse Split of all Common Shares (Symbol: PAIM)'**
(Changed Jurisdiction from Wyoming Corporation to Delaware Corporation)
(Stock Symbol: from PAIM to Stock Symbol: ZNXT–Common Stocks)
(Reduced the total # of Authorized Stocks from UNLIMITED to 20,000,000)
- III. 09/14/2007~ 100% Mandatory Recall & Buy Back of all Convertible Debentures (CD)**
The Cost of \$0.01 per one CD using the Common Stock (Symbol: PAIM)

PREFERRED STOCK

	<u>CUSIP # 98975U 405</u>	<u>CUSIP # 704752 302</u>
(i). Period end date	December 31, 2008	Dec. 31, 2006 to 2007
(ii). Number of shares authorized	80,000	UNLIMITED
(iii). Number of shares outstanding	60,210	40,242,700,000,000
(iv). Freely tradable shares (public float)	6,210	22,242,700,000,000
(v). Total number of shareholders	824	780

2008 CORPORATE ACTIONS on PREFERRED STOCKS (Symbol: ZNXTP):

A. SPLITS:

1. **11/13/2008 ~ 1,000:1 Reverse Split of all Preferred Shares (Symbol: ZNXTP):** that for Every 1,000 Preferred Shares (Symbol: ZNXTP) was reduced to 1 Preferred Share (Symbol: **ZNXPP**). (Stock Symbol: from **ZNXTP** to Stock Symbol: **ZNXPP** –Preferred Stocks) with round up to minimum of 1 preferred share

2007 CORPORATE ACTIONS on PREFERRED STOCKS (Symbol: PAIMP & PAIIP)

A. SPLITS:

1. **09/14/2007~ 7,000,000 Preferred (Symbol: PAIMP): 1 Reverse Split:** that for every Seven Million Preferred Shares (Symbol; PAIMP) reduced one (1) Preferred (**PAIIP**) (Stock Symbol: from **PAIMP** to Stock Symbol: **PAIIP**- Preferred Stocks)
2. **12/11/2007~ 75 Preferred (Symbol: PAIIP): 1 Reverse Split:** that for every Seventy-Five Preferred Shares (Symbol; PAIIP) reduced one (1) Preferred (Symbol: **ZNXTP**) (Changed Jurisdiction from Wyoming Corporation to Delaware Corporation. (Stock Symbol: from **PAIIP** to Stock Symbol: **ZNXTP** – Preferred Stocks. (Reduced the total # of Authorized Stocks from UNLIMITED to 80,000)

2005 & 2006 CLASS SECURITIES REPORT

COMMON STOCKS (Symbol: PRMN, PRLGF & PAIM)

	<u>Annual Report 2006</u>	<u>Annual Report 2005</u>
(i). Period end date	December 31, 2006	December 31, 2005
(ii). Number of shares authorized	UNLIMITED	250,000,000
(iii). Number of shares outstanding	22,282,565,203	509,263
(iv). Freely tradable shares (public float)	5,282,565,203	92,863
(v). Total number of beneficial shareholders	4,816	339
(v). Total number of shareholders on record	4,816	339

(Note: Nobo List as of Dec. 31, 2005 & 2006)

2005 CORPORATE ACTIONS on COMMON STOCKS (SYMBOL: PRMN)

A. SPLITS:

- 1.02/14/2005~ a 25:1 Reverse Split from Oregon, USA Corporation to Philippines Corporation (Stock Symbol: from **PRMN** to Stock Symbol: **PRLGF** Common Stocks)

2006 CORPORATE ACTIONS on COMMON STOCKS (Symbol: PAIM);

A. SPLITS & BUY BACKS:

1. 01/26/2006~ 1:1000 Forward Split from Philippines Corporation to Wyoming, U.S.A. (Stock Symbol: from **PRLGF** to Stock Symbol **PAIM** –Common Stocks)
- 2.06/01/2006~ 90% Buy Back Using Convertible Debenture (CD) @ \$0.001 per share of all the Common Stock Symbol: PAIM. The company reduced the total number of (Authorized Stocks from UNLIMITED to 4,000,000,000 (4 Billion)

2006 CORPORATE ACTIONS on PREFERRED STOCKS (Symbol: PAIMP):

ANNUAL REPORT (CUSIP# 704755 206)

(i). Period end date	Dec. 31, 2004 to 2005
(ii). Number of shares authorized	100,000,000
(iii).Number of shares outstanding	1,024,500
(iv). Freely tradable shares (public float)	not applicable
(v). Total number of beneficial shareholders	13
(v). Total number of shareholders on record	13

A. DIVIDEND DISTRIBUTION:

1. 03/17/2006~1,000 Preferred (Symbol: PAIMP for every 1 Common (Symbol: PAIM) Dividend Ratio: Company Issued 1,000 Preferred (Stock Symbol: PAIMP Preferred Stocks for every 1 Common Stock (Symbol: PAIM).

2004 CLASS SECURITIES REPORT **COMMON STOCKS** **(Symbol: PAMJF & PRMN)**

Annual Report 2004

(i). Period end date	Dec. 31, 2004
(ii). Number of shares authorized	250,000,000
(iii).Number of shares outstanding	25,464,316
(iv). Freely tradable shares (public float)	464,316
(v). Total number of shareholders	359

2004 CORPORATE ACTIONS on COMMON STOCKS (PAMJF to PRMN)

A. SPLITS:

1. 05/07/2004 – 1:5 Forward Split from Canada Corporation to Oregon, USA (Stock Symbol: from **PAMJF** to (Stock Symbol: **PRMN**)

2004 CORPORATE ACTIONS on PREFERRED STOCKS (Symbol: PAMXFP)
PAMXFP- CUSIP# 70475211 203 - Preferred)

ANNUAL REPORT 2004

(i). Period end date	Dec. 31, 2004
(ii). Number of shares authorized	100,000,000
(iii). Number of shares outstanding	1,024,500
(iv). Freely tradable shares (public float)	not applicable
(v). Total number of record shareholders	13

PART C Business Information

Item 7. NAME AND ADDRESS OF ISSUER'S STOCK TRANSFER AGENT:

First Public Securities Transfer Corporation, Inc.
4546 B-10 El Camino Real
Suite # 288
Los Altos, CA 94022

Tel # (877) 281-1583 * e-mail: firstpublicsecurities@hotmail.com

Item 8. NATURE OF ISSUER'S BUSINESS: In describing the issuer's business, please provide the following information:

ZNext Mining ~ PEARL Asian Mining Industries, Inc. - Philippines Corporation is an international mining company engaged in the exploration and commercialization of new and underdeveloped mine sites, primarily gold and other precious strategic metals. The company owns the 100% interest of 12 mining claims in British Columbia, Canada and the Philippines "Minerals Production Sharing Agreement (MPSA)" ~100% Interests have been registered whose application is in the office of the DENR-MGB in the Republic of the Philippines since 2004.

ZNext Mining ~ PEARL Asian Mining Industries, Inc. (Symbol: ZNXT) through the aggregation of manpower and gold mineral production among small-scale miners and indigenous people, intends to capitalized on economies of scale in gold and silver extraction, processing and refining, as well as gold-silver buying and selling . ZNext-PEARL Asian Mining is committed to the implementation of

sustainable alternative green and environmental safety and protection technologies to achieve fiscal strength based on the principle of *PROFIT-PEOPLE-PLANET*. Management continues to focus on achieving profits while conducting business with utmost consideration and compassion for *PEOPLE* and protection of our *PLANET* and *ENVIRONMENT*.

A. Business Development :

Describe the development of the issuer and material events during the last three years so that a potential investor can clearly understand the history and development of the business. If the issuer has not been in business for three years, provide this information for any predecessor company. This business development description must also include:

<https://www.otciq.com/otciq/ajax/showFinancialReportById.pdf?id=29328>
(Historical Overview of ZNext Mining- PEARL Asian Mining Industries, Inc.)

<https://www.otciq.com/otciq/ajax/showFinancialReportById.pdf?id=28106>
(Special Assignment of Rights By the Founder)

1. The form of organization of the issuer (i.e. Corporation, partnership, limited liability company, etc.)

ZNext Mining Corporation, Inc. was a Corporation registered under the State Of Delaware, U.S.A & Changed Country of Jurisdiction back to the Republic of the Philippines as PEARL Asian Mining Industries, Inc. pending change by FINRA of reflecting new stock symbols indicative of this change in name and jurisdiction

2. **The year that the issuer or any predecessors was organized:**

April 25, 2003	~ Pearl Asian Mining Industries, Inc. - Canada
April 21, 2004	~ PEARL Asian Mining Industries, Inc.- Philippines
Nov. 22, 2007	~ ZNext Mining Corporation, Inc. – Delaware

3. **The Issuers Fiscal Year** ~ December 31st

4. **Whether the issuer (or any predecessor) has been in bankruptcy, receivership or any similar proceedings.**

Pearl Asian Mining Industries, Inc. (ZNext Mining Corporation, Inc.) has never been in bankruptcy.

5. ***Any material re-classification, consolidation or purchase or sale of a significant amount of assets***

- a. The Guest Condominium on Pasig City was sold for 50% loss in Jan. 2009.
- b. Part of the net sale proceed of about Eighty-Five Thousand (\$85,000.00 USD) was used to pay the final salaries and severance benefits of all the former officers, directors and all past employees. An estimated One Hundred Fifty Thousand (\$150,000.00 USD) was paid to settle and cancel the legal services of the Maulit & Valdez Legal Firm.
- c. The Corporate Headquarter on 1240 Roxas Blvd. Manila was sold back to the prior owner on Nov. 18, 2009, whose net proceeds covered all the remaining back pay salaries plus all other capital expenses incurred from 2008 and 2009 for mining operations.
- d. The 21.07 acres was sold for \$50,000.USD loss that all the proceeds and the remaining funds were used for procuring the MPSA, the large scale mining permit, as well as the current mining operations.

6. ***Any default of the terms of any note, loan, lease or other indebtedness or financing arrangement requiring the issuer to take payments.***

None ~ all have been paid from the liquidation sales of the three major real estate assets, the liquidations from the three company vehicles, the sale of old and obsolete generators.

The new company management has started with a clean slate of being totally free from the past mismanagements and to remain a debt free company continuing with the core mining interest and equipment.

7. ***Any change of control: Yes~***

On March 13, 2009, ZNext Mining Corporation, Inc had a change of control after ZNXT's Majority Shareholder and Founder sold all of her interests in ZNXT to RJH Industries, Philippines. ZNext Mining changed its jurisdiction And name to PEARL Asian Mining Industries, Inc.; appointed new officers From a new Board of Directors; now continuously expanding its mining operations, exploration and development plan, to make all of the small scale gold mining projects 100% operational and productive. The new management's business plan calls for diamond drilling and more exploration, as well as the procurement of the final Certification of the MPSA.-or the LARGE SCALE MINING Permit.

- a). Changed name: PEARL Asian Mining Industries, Inc. (pending Symbol)

b). Appointed New Officers and elected new Directors:

CEO/ PRESIDENT	- George Faustino S. Carpio Jr.
COO/ Vice PRESIDENT	- Engr. Gil Salutim
SECRETARY	- Dennise Malou Bravs
TREASURER/GOV'T LIAISON	- Art Coloso

Any increase of 10% or more of the same class of outstanding equity securities:

Yes and No - both decreases and increases as described throughout this 15c211.

8. Any past, pending or anticipated stock split, stock, dividend, recapitalization, merger, acquisition, spinoff or re-organization;

YES - Pending reorganization and reincorporation increases the holdings of each shareholder by 50% at the same time cutting the number of freely tradable shares in half, i.e. 50 ZNXT become 25 new Pearl common unrestricted and 50 new Pearl restricted.

- 1. Restructuring as follows: for all ZNEXT - Common Stocks**
50 ZNXT : 75 Ratio PEARL Asian Common Stocks – Philippines
(pending stock symbol)
- 2. EXCHANGE STOCK DISTRIBUTION - For all ZNXPP - Preferred Stocks**
1 Preferred ZNXPP: 10,000 common PEARL Asian– Canada
(pending stock symbol)

As the result of the Corporate Re-organization and Name change held on March 13, 2009 and October 15, 2009:

- All shareholders holding fifty (50) Common Stocks (Symbol: ZNXT) will receive seventy five (75) Common Shares of PEARL Asian Mining-Philippines: (25 Un Restricted and 50 Restricted PEARL Common);
- All shareholders holding one (1) Preferred Stock (Symbol: ZNXPP) will be exchanged to 10,000 Common Stocks of PEARL Asian Mining- Canada
- Record Date = November 18, 2009 :
- Distribution Date = November 30, 2009 with effective date to be set by FINRA as per day of new symbol.

- This is not a traditional Forward Split nor a Reverse Split as there is an increase in number of shares owned but a reduction in freely tradable shares to be held upon effective date.
- There will be NO fractionated shares issued. Any fractions will be rounded up to the next whole number with no shareholder owning less than 75 common shares of the Philippines corporation and no ZNXPP shareholder owning less than 10,000 of the Canadian common.
- This is a MANDATORY EXCHANGE

9. Any delisting of the issuer's securities by any securities exchange or deletion from the OTC bulletin Board; and

No

10. Any current, past, pending or threatened legal proceedings or administration actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past, present or pending trading suspension by a securities regulator. State the names of the principal parties, the nature and current status of the matters and the amounts involved.

YES: ZNextMining~ (Symbol: ZNXT) was sued by the SEC June 12, 2009.

On June 12, 2009- The Company strongly believes that the SEC case dated June 12, 2009 will not have any material effect on the issuer's business, financial condition, or mining operation, and will either result in a settlement that the new management will not engage in the same type of securities violations alleged against past management or that a default judgment will ensue basically ordering that no further violations occur. The SEC has already entered a notice of default against Znext Mining Corporation although its legal counsel has shown interest in settling via a consent decree.

Regarding the SEC's allegations against ZNext Mining Corporation, the company's new management believes that these were mere allegations, misinformation and misunderstandings. The Board also believes that it may have been triggered by the false reports created by a disgruntled, former Vice-President / Business Development and Investor Relations Officer, Anthony Val Gary Gotanco, whom was hired by the former controlling shareholder, Founder of Pearl Asian Mining Industries, Elvira Gamboa, also a defendant. It is believed by current management that Gotanco was retaliating in frustration as a former employee due to his failed takeover of the mining company, that in early Spring of 2008, Mr. Gotanco visited and purportedly reported to the SEC – L.A. Branch in the U.S.A, and may have fabricated, exaggerated and provided misleading and false reports against the Issuer ZNext Mining and its Founder Elvira Gamboa.

Anthony Val Gary Gotanco was hired in December, 2006; Gotanco was an officer of the Pearl Asian Mining, but then lost control of his limited power and position. In retaliation of his failure, Gotanco engaged in character assassination of the company and its founder. Gotanco maliciously published negative, destructive, false information on the Internet under several "aliases and pseudo names"; joined forces with other "known Bashers", and continuously bashed the mining company, destroying its reputation as well as using personal attacks against the founder with the intention to put PAIM/ZNXT on a downtrend; thus causing the price per share of the company's stock to drop. The Board discovered that Gotanco has several civil and criminal pending lawsuits in the Philippines brought by Pearl Asian Mining because of Gotanco's malicious actions. (See excerpts from the suit). Meanwhile, this same former employee **Gotanco has three pending cases in the Philippines Court issued against him by the original Pearl Asian Mining Industries, Inc. in 2007. (See below)**

"4. In the instant case, it will be herein shown the complaint was filed as a reprisal and retaliation of the complainant on the several cases that we have filed against him. This complaint was made by the complainant in order for us to withdraw the numerous civil and criminal complaints that we have filed against him and for us to accede to his monetary demand in the labor case pending before the 3rd Division of the National Labor Relations Commission entitled "Anthony Val Gary B. Gotanco vs. Pearl Asian Mining Ind. Inc.," et al, docketed as NLRC NCR Case No. 10-115502-07/LAC 03-000956-08.

3. It must be noted that we first filed at least two (2) Civil Cases and one criminal complaint against the herein complainant, to wit:

a. Civil Case No. 184427-CV for Sum of Money with damages pending before the Metropolitan Trial Court (MTC) of Manila Branch 13 entitled "Pearl Asian Mining Industries Incorporated vs. Anthony Val Gary Gotanco".

b. Civil Case No. 07-118318 for Damages pending before the Regional Trial Court of Manila Branch 55 entitled, "Pearl Asian Mining Industries Inc. vs. Anthony Val Gary Gotanco".

c. Criminal complaint for Perjury pending before the Honorable City Prosecutor of Quezon City docketed as I.S. No. 08-5728, entitled "Abegail Dormitorio and Arnel Morilla (Corporate Officers of Pearl Asian Mining Inc.,) vs. Anthony Val Gotanco"

Furthermore, the former lawyer of Pearl Asian Mining notified the company's founder that Gotanco failed to appear and Gotanco instead left for the USA in the Spring of 2008. The Counsel for Pearl Asian

believed that Gotanco must have been given a visa to travel in the USA. The company is certain that Gotanco brazenly provided false testimony to the US SEC similar to his libelous actions in the Philippine courts. The US SEC news did confirm that Pearl Asian Mining owns mining assets in the Philippines, however, based on lack of information, the US SEC was unaware that PAIM/ZNXT founder irrevocably and unconditionally held her shares in Pearl Asian (Philippines) for the benefit of the PAIM/ZNXT and its shareholders. The main reason to agree to sell all of the assets and/or to reincorporate back to the Philippines was to eliminate this layer of ownership and so that the publicly trading entity and its shareholders could more directly own 100% of the company's Philippines assets as previously announced.

The SEC's complaint charges ZNext Mining and Gamboa with violating Sections 5(a), 5(c) and 17(a) of the Securities Act of 1933, and Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder. The Commission seeks permanent injunctions and civil penalties from ZNext Mining and Gamboa, and seeks from Gamboa an accounting, disgorgement, a penny stock bar, and an order barring her from serving as an officer or director of any public company.

See below the "SEC response" to the new Board's effort of settlement

On Thu, Dec 10, 2009 at 11:39 AM, Ma, Junling <MAJ@sec.gov> wrote:

To: Members of the Board of Directors & Officers of ZNext Mining Corporation, Inc. - Pearl Asian Mining Industries, Inc. (Philippines)

Re: SEC v. ZNext Mining Corporation, Inc. et al, Case No. CV-09-2611 (VRW)

*We are in receipt of your letter dated November 18, 2009 (second page dated December 1, 2009), in which you indicated that ZNext Mining Corporation, Inc. ("ZNext") was interested in opening settlement discussions concerning the above-captioned litigation. The Clerk of the Court has entered a default against ZNext for failing to respond to the complaint in a timely fashion in the litigation, and the staff is currently in the process of obtaining a default judgment against ZNext. **Nonetheless, the staff is willing to engage in settlement discussions with ZNext so long as such discussions can proceed on an expeditious basis.***

As we understand your letter, you are interested in discussing a settlement that would not involve any admission of wrongdoing by ZNext or imposition of any civil penalty. It is unclear from your letter whether ZNext is willing to consent to entry of a permanent injunction against future violations of the federal securities laws it allegedly violated, and such an injunction would need to be part of any settlement negotiation.

As we understand your position concerning a civil penalty, you represent that current mana management was not involved in the activities that led to the SEC's civil

enforcement action. In that regard, can you please provide copies of all documents evidencing Ms. Gamboa's sale of her interest in the company, including the consideration paid and means of payment (e.g., copy of any cancelled checks, copy of wire transfers, etc.). Your letter also refers to an assignment from Ms. Gamboa of mining interests in Pearl Asian Mining Industries (Philippines) to the "US public company," and we would appreciate a copy of that assignment and any related documents, as well any consideration paid for the assignment and means of payment. We also would appreciate corporate documents concerning the election of the new officers and directors, as well as biographical information on George Faustino S. Carpio, Jr.; Gil Salutim; Dennise Bravs; and Art Coloso, which will confirm that this is new management.

Your letter states that ZNext has changed its country of jurisdiction and incorporation back to the Philippines, however, the second page of the letter (dated December 1, 2009) contains the corporate seal for ZNext Mining Corporation, a Delaware (USA) corporation. Your letter also references the public shareholders in companies trading on US stock markets. However, it is unclear exactly what corporation you purport to be writing on behalf of -- a Delaware corporation or a Philippine corporation. Moreover, it has been publicly reported that ZNext was acquired by AZHA Mining Corporation, Inc. ("AZHA") in a reverse merger transaction. (See, e.g., June 15, 2009 press release titled "ZNext Mining (Symbol: ZNXT) Acquired by AZHA Mining Getting Close to Obtaining Large Scale Mining Permit; Begun Ground Breaking for the Ore Processing Plant Site"; July 7, 2009 release titled "AZHA Mining Gold rush ` Estimated Grade of 40+ Grams of Gold"; August 4, 2009 press release titled "AZHA Mining Mobilizing the 2nd Gold Rush, Large Scale Mining.") Your letter also fails to include any physical office location and address, which further obfuscates the identity of the corporation on whose behalf you purport to be writing. Accordingly, in order for us to proceed with settlement discussions with you, we request that you clarify your corporate identity. Please provide us with copies of the corporate documents to support your statement concerning the corporate identity of ZNext, as well as your authority to negotiate on behalf of ZNext, which has been acquired by AZHA. Please also provide information on your office location and address. We also note that the first page of the letter identifies a different email address (PEARLmining@gmail.com) than the address you provide on the second page for our response (znextmining@gmail.com), and request that you clarify this inconsistency in your future correspondence.

Finally, with regard to discussions of a civil penalty, we would appreciate your most recent annual audited financial statements, and most recent quarterly financial statements, so that we have a basis for discussions with you about whether a penalty is appropriate. Because AZHA acquired ZNext in a reverse merger, it would be helpful to have the most recent annual financial statements for both AZHA and

ZNext, the last quarterly statement for ZNext (presumably first quarter 2009), and most recent quarterly financial statement for AZHA, if in fact you represent AZHA.

We look forward to hearing from you and, if it is appropriate, the staff would be willing to discuss settlement with the appropriate corporate officers. Thank you in advance for your attention to this matter.

*John B. Bulgozdy
Senior Trial Counsel, Los Angeles Regional Office
U.S. Securities and Exchange Commission
5670 Wilshire Blvd., 11th Floor
Los Angeles, CA 90036-3648
323.965.3322*

*Junling Ma
Staff Attorney
Division of Enforcement
Los Angeles Regional Office
5670 Wilshire Blvd.
Los Angeles, CA 90036
Tel: (323) 965-4539
Fax: (323) 965-3815
Email: maj@sec.gov*

End of SEC email.

B. Business of Issuer. Describe the issuer's business so a potential investor can clearly understand it. To the extent material to an understanding of the issuer, please also include the following: 1. the issuer's primary and secondary SIC Code. 2. if the issuer has never conducted operations, is in the development stage, or is currently conducting operations;

1. ***Issuer's Primary SIC Codes:*** SIC Code 1040 – Metals & Mining
Secondary SIC Codes SIC Code 1041 – Gold, Silver & Precious Metals
CIK# 000 1317716

Certificate **CID #- 2005-00497110**

Philippines SEC Registration # CS 200406023

2. If the issuer has never conducted operations, is in the development stage or is conducting operations?

ZNext Mining / PEARL Asian Mining is in the post exploratory, post developmental-stage and now in the production stages. PEARL Asian Mining Industries, Inc. has been conducting mining operations since 2003 and has been continuously doing further feasibility studies and exploration on its ancestral mining lands. The company plans continue to develop all of the abandoned mines it has claimed. The company had generated gold revenues from its current gold mining projects. In 2006 & 2007 Pearl Asian Mining (ZNext Mining) had recovered gold, sold and used the revenue for working operations.

- PEARL Asian Mining Industries, Inc. (ZNext Mining -Symbol: ZNXT) is currently conducting mining operations on its small scale gold projects and striving to obtain its final MPSA or Mineral Production Sharing Agreement Certification.
- PEARL Asian Mining Industries, Inc. (ZNext Mining -Symbol: ZNXT) has solidified its position through highly successful, working gold mining alliances, land and/or acquisition programs, acquiring land parcels rich in natural mineral reserves.
- PEARL Asian Mining Industries, Inc. is committed to the implementation of sustainable and protective technologies to achieve fiscal strength based on the principle of *Profit-People-Planet*. Management continues to focus on achieving *profit*, while conducting business with utmost consideration and compassion for *people* and protection of our *planet* and the environment.

For more information visit: <http://www.pearlmining.com>

EXPLORATION, DEVELOPMENT & PRODUCTION :

1. PEARL Asian Mining Industries, Inc. (ZNEXT Mining) – is an international mining company engaged in the exploration and commercialization of new and underdeveloped mine sites, primarily gold and other precious strategic metals. The company was assigned 100% interest in 12 mining claims in British Columbia, Canada and separately the Philippines Minerals Production Sharing Agreement (MPSA) Interests in the Republic of the Philippines.
2. PEARL Asian Mining Industries, Inc. (ZNEXT Mining - Symbol: ZNXT) is exploring the Philippines for opportunities to open and reopen mine facilities and develop them into productive and profitable operations.

Utilizing a debt-free Financial Statement, and world-class mining expertise, PEARL Asian Mining Industries, Inc. (ZNEXT Mining -Symbol: ZNXT) is recognized to become one of the leaders in the mining industry.

3. PEARL Asian Mining Industries, Inc. (ZNEXT Mining - Symbol: ZNXT) through the aggregation of manpower and production among small-scale miners and indigenous people, has capitalized on economies of scale in gold and silver extraction, processing and refining, as well as gold-silver buying and selling. PEARL-ZNEXT Mining is committed to the implementation of sustainable green technologies to achieve fiscal strength based on the principle of *PROFIT- PEOPLE-PLANET*. Management continues to focus on achieving profits while conducting business with utmost consideration and compassion for *PEOPLE* and protection of our *PLANET* and *ENVIRONMENT*
4. PEARL Asian Mining Industries, Inc. (ZNEXT Mining - Symbol: ZNXT) was a Delaware Corporation that on March 13, 2009, underwent a Re-Organization to become a foreign Philippines Corporation, changed name to “PEARL Asian Mining Industries, Inc.”, This reorganization by changing country of jurisdiction and changed name, entitled the company, by Philippine Law, the benefit of 100% mining interest on all claims acquired from the existing and future assets of the Pearl Asian Mining – Philippines Corporation. This assignment included the pending MPSA approval and certifications of over 1,800 hectares (4,446 acres) mine site in Baleno, Masbate Island. This MPSA is the Philippines' Mining Production Sharing Agreement, the equivalent of the large scale mining permit and mining rights in the USA & Canada.
5. PEARL Asian Mining Industries, Inc. (ZNEXT Mining - Symbol: ZNXT) was originally created in the spring of 2003 to fulfill the vision of a highly profitable business based on the mining of gold and other God-given mineral resources. Drawing on world-class and world-renowned mining, mechanical, electrical & civil engineers, geologists, and support teams, PEARL Asian Mining Industries (ZNext Mining) is a growing international mining operation that is working to realize the potential of previously under-developed mining operations.

6. PEARL Asian Mining Industries, Inc. (ZNEXT Mining - Symbol: ZNXT) is fully committed to both its investors and the host communities in which it operates and will use its impressive technical resources to ensure the best for all parties. Whether addressing returns on investment or health and safety protection,
7. PEARL Asian Mining Industries, Inc. (ZNEXT Mining - Symbol: ZNXT) pledges the highest degree of concern with the ability to respond to changes in laws or governmental controls thus creating favorable conditions in mining industry opportunities worldwide.
8. PEARL Asian Mining Industries, Inc. (ZNEXT Mining - Symbol: ZNXT) is fully committed to both its shareholders and the host communities in which it operates and will use its impressive technical resources to ensure the best for all parties. Whether addressing returns on investment or health and safety protection,

ZNEXT Mining - PEARL Asian Mining is initially focusing on the development and production of gold, silver and other minerals from its small-scale mining projects, where PEARL Asian Mining has secured small-scale mining permits (SSMP) and joint venture (JV) agreements, as follows:

- (1). **XYZ Gold Claim** (SSMP) - Baleno, Masbate - Active with Large Scale MPSA pending permit
- (2). **Binasan Gold Project** - Binasan Misamis Oriental- Active Small Scale Placer Gold type
- (3). **Gango Gold Rush Project** – Libona, Bukidnon (JV)- Active – Small Scale Lode Gold Type (Tunneling & Diamond Drilling)
- (4). **Bukidnon Gold Project – Active** - Small Scale Lode Type (Tunneling & Diamond Drilling, etc)
- (5). **Compostela Gold Project – Active**- Small Scale Lode Type (Tunneling & Diamond Drilling, etc)
- (6). **Opol Gold Project**- Misamis Oriental (JV) – Small Scale- Inactive for now
- (7). **Calatrava Manganese Project** – Calatrava, Negros Occidental (JV)- Inactive now

PEARL Asian Mining entered into mineral production sharing agreements (MPSA) on mines, either abandoned or new ones, with known and proven gold and precious mineral reserves. It has a pending MPSA application covering 752 hectares (1,857 acres) and Exploration Permit Application (EPA) covering 1,100 hectares (2,717 acres) of Baleno, Masbate.

There are two geological exploration reports that were completed proving substantial gold reserves done on December 28, 2004 and April 22, 2005 (available upon request). The gold refinery was set up in an industrial complex acquired by Pearl Asian Mining in Libona, Bukidnon. The Processing Gold Plant utilizes a C-I-L (Carbon-In-Leach) Method with a capacity of 50 to 100 metric tpd (metric tons of ores per day) and expandable up to 650 metric tpd (tons per day). The company has its in house processing and an in house chemical / metallurgical laboratory that was built during the last quarter of 2006 when an ICP Spectrophotometer (Highly Precious Metal and other Mineral Analyzer) was acquired.

In July, 2006, a Small Scale Gold & Other Mineral Processing Pilot Plant (10-20 Tons per day) bought from China, was set up at the **Binasan Gold Claim Site**, to process the “panned placer - free type of gold” that were recovered by the local indigenous group of these small scale miners. This first gold production from this pilot plant was produced in the fourth quarter of 2006. While in **Gango Gold Rush**, the 50 - 100 Metric Tons capacity Gold Processing Plant was set up to produce gold and other minerals. The Gango Gold Processing plant will have a Copper Flootation Enhancement Unit installed to be added in the C-I-L Processing plant, thus the company can also recover not only Copper but will enhance the increased recovery of gold and silver and any precious metals present to 100% efficient recoveries. The gold processing plant is expandable and can be increased to a capacity of 650 metric tons to process gold, silver & other minerals. It is the intent also that once the XYZ Gold project starts operating sometime in the mid 2010, the gold processing plant will be expanded to this higher capacity.

PEARL Asian Mining Industries, Inc. (ZNEXT Mining -Symbol: ZNXT) is 100% committed to environmental protection to all of its gold mine sites and processing facilities: (1) for the safety and well being of all its employees and the people in the communities; (2) for the economic development by providing livelihood to all its host communities.

3. Whether the issuer is or has at any time been a “shell company”?

NO! ZNext Mining Corporation Inc. (Symbol: ZNXT)” is NOT a shell company. ZNext Mining and its predecessor Pearl Asian Mining Industries, Inc. has been a mining company since its inception in 2003; The company has extensive mining exploration and operations, has extensive mining interests with real estate assets besides cash and cash equivalents. It had had over 30 employees, comprising of skilled and totaling to 60 unskilled consulting laborers. The company produced gold and sold limited quantities in 2006 and 2007 during its extensive mining exploration and continues unstopped in its operations, although limited at times.

<http://www.pinksheets.com/otciq/ajax/showFinancialReportById.pdf?id=28279>
(SEC Certification of PEARL Asian Mining Industries, Inc)

<https://www.otciq.com/otciq/ajax/showFinancialReportById.pdf?id=29328>
(Historical Overview from 2003 to Present)

ZNEXT Mining Corporation, Inc (Stock Symbols: ZNXT & ZNXPP), was incorporated in Delaware, is a US Publicly traded company, engaged in gold, silver and other mineral mining exploration, development, processing and refining of gold ores and marketing of these viable commodities. ZNEXT Mining, whose main mining operations are based mostly in the Philippines, currently focuses primarily in the small scale mining operations and the production of gold, silver and other precious metals. ZNext Mining Corporation has never been a dormant or shell company, has been in operation since inception when it acquired its first asset and has been actively pursuing its original business plan since incorporation. The company is an international junior mining company engaged in the exploration and the development of existing as well as new and underdeveloped mineable sites.

3. The names of any parent, subsidiary or affiliate of the issuer, and its business purpose, its method of operation, its ownership and whether it is included in the financial statements attached to this disclosure statement.

The controlling shareholder is RJH Industries as described above, and its wholly owned subsidiary is Pearl Asian Mining Industries, Inc (Canada). The asset of the

Canadian company consists of the 12 mining claims previously referenced in Vancouver Canada. This subsidiary is being separated via the conversion of all of the preferred shares of the issuer into the common shares of this subsidiary so that it will be a stand alone company, and the mining claims are only booked at a nominal cost on the company's balance sheet.

4. The effect of existing or probable governmental regulations on the business

**Government Approval:
PHILIPPINES RULES AND REGULATIONS:**

The operations of the Company are subject to regulations applicable to its products and business operations the supervision of the Philippine Department of Natural Resources – DENR & Mines & Geo-Science Bureau- MGB). This includes the import / export restrictions, environmental controls, permits and licenses, occupational safety and health acts, workers compensation statutes, unemployment insurance legislation and income tax and social security related regulations.

PEARL Asian (ZNext Mining) is cooperating with the Philippines Department of Natural Resources – DENR & Mines & Geo-Science Bureau) in the design of gold Processing refinery plant. The company's engineers and environmental consultants conducted the investigation on the environmental effects, that included the proper and safety tailing ponds disposal, both private and commercial scale. Philippine regulations have great tremendous impact to all gold, silver and other precious metals, alternative methods of processing, recovery and production business as a whole.

PEARL Asian (ZNext) Mining) is in strict compliance with the Philippines SEC as well as with the Government Rules & Regulations. The company is making every effort to comply with applicable rules & regulations. If the Company is unable to comply with such regulations, such as non-compliance, these may have an adverse effect upon the company's operations. Indeed, the Philippines regulations have great impact on all mining businesses as a whole.

PEARL Asian (ZNext Mining) can legally enter into working alliances and Joint-ventures with the government agencies and around the world, as well as with any private companies. PEARL Asian (ZNext Mining) qualifies to do mining business, and exploration, development and productions with the use of alternative safety implementations of gold and silver processing, recovery, productions, and including the exportation and importation of gold, silver & other precious metals.

5. An estimate of the amount spent during each of the last two fiscal years on research and development activities, and if applicable, the extent to which the cost of such activities are borne directly by customers:

The company started its mining development, exploration and production in January, 2003. During the last 3 Fiscal Years, ZNext Mining~ PEARL Asian Mining Industries (Symbol: ZNXT).

2007	\$100,000.00 USD
2008	\$100,000.00 USD
2009	\$100,000.00 USD

6. Costs and effects of compliance with environmental laws (federal, state and locally), and

ZNext Mining~ PEARL Asian Mining Industries spent the initial amount of \$106,730.64 USD, the cost to comply with the environmental compliance laws.

The Company furthermore spent an additional estimated amount in the following years for The renewal of Environmental Permits, Legal Fees, Certifications and Government Compliance (Federal, State & Local)

2004 = \$	80,000 USD
2005 =	\$100,000 USD
2006 = \$	43,933 USD
2007 =	\$400,000 USD
2008 =	\$200,000 USD
2009 =	\$ 80,000 USD

Compliance impact to the people and with the formulation of environment protection:

PEARL Asian Mining (ZNext Mining) Inc. is a legally registered company under the S.E.C of the Philippines.

<http://www.pinksheets.com/otciq/ajax/showFinancialReportById.pdf?id=28279>
(SEC Certification of PEARL Asian Mining Industries, Inc)

PEARL Asian Mining (ZNext Mining) Inc. and strictly abides in the IMPLEMENTATIONS of the RULES AND REGULATIONS OF THE SECURITIES REGULATION CODE,

As part of the compliance, PEARL Asian Mining (ZNext Mining) Inc is mandated to meet other legal permits issued by the Department of Trade and Industries (DTI) and to the Local Government Unit (LGU).

The recent enactment in Philippines Mining Act of 1995 (Republic Act No. 7942), In which the purpose of this mining act program has sparked interest in the Mining Sector the Philippines.

1. encourage foreign investment in the country's mineral industry

2. Established legal framework for the mining sector.
3. Streamlines the law to encourage foreign investment in the country's mineral industry.
4. One of the most modern mining law in South East Asia.
5. Incorporates environmental provisions while safeguarding the indigenous culture of local communities (Luna, 1998)

Some legislations and regulations related to the protection of our environment rendered strong impact on every assessment of which the company follows, including all procedures and guidelines for the implementation of its laws thru Presidential Decree, which placed the evaluation for awarding of exploration and other alternative projects under the Department of Energy and Natural Resources. A number of interested Investors both local and foreign have continued to express interest in mining exploration and production in the country.

In 2003, the discovery and production from the biggest Gold project so far in the Philippines under a consortium had ignited renewed interest in the mining sector, spurring other big mining explorers in promising areas.

The Philippine Environmental Impact Statement Systems (PEIS) Republic Act (RA) No. 8749 - Philippine Clean Air Act are viable alternatives and the answers to our longtime battle against the use of hazardous gasoline additives and/or oxygenates.

PEARL Asian Mining believes that these environmental laws will not only reduce our dependence, but will also lead to the protection of public health, the environment and the natural ecosystems, partly in response to the international agreement made under the United Nations Framework Convention on Climate Change (UNFCCC),

PEARL Asian Mining is focusing mostly in the protection of shareholders' interests, in particular, which includes all aspects of our success, concerning our operations.

7. The number of total employees and number of full-time employees.

As of December 31, 2009

Permanent Full time = 12

Contractual Unskilled Laborers = 30

ZNext Mining~ PEARL Asian Mining Industries currently employed 12 Permanent Full time employees and other Administrative Team Support. The remaining team support were hired as permanent full time Consulting Engineers &, combined. ZNext Mining~ PEARL Asian Mining Industries is hiring more laborers of an estimated 20 to 30 Contractual Skilled Engineers and 80 unskilled workers- miners, to complete the manpower for the Compostela Gold Project, Bukidnon Gold Project, the Binasan Gold project and the XYZ Gold Projects.

Item 9. NATURE OF ISSUER'S PRODUCTS OR SERVICES

RENDERED (OFFERED) . *In responding to this item, please describe the following so that a potential investor can clearly understand the products and services of the issuer:*

Our portfolio of products and services is mainly composed of gold, silver, copper and other precious metals and minerals as by products. Gold accounts for a great majority of the world's needs as a hedge against inflation which augurs well for our future viability and growth. Our global focus is designed to allow ZNXT / PEARL Asian Mining to become responsive to the demands for products we extract and produce. This is calculated to permit us to exercise significant control in response to supply and demand in the world's gold and silver markets. ZNXT/ PEARL Asian Mining believed that the increasing demands for gold and silver will continue at an unprecedented rate, now that the gold market price had reached over \$1,000 an ounce.

A. Principal products or services and their markets

PEARL Asian Mining (ZNext Mining) sale of gold, silver and all other precious metals will become the company's major revenue. The Company is involved in providing products targeting the natural resource-rich yet poor host communities, in order to create sustainable jobs, with the productions of gold and silver and other precious metals, that promotes the growth of this high-potential mining industry in the Philippines. The Philippines is an upcoming significant player in the supply dynamics of gold and other metals because of its ample resources.

The Philippines is ranked Second (2nd) on the world in Gold Reserves, Third (3rd) in Copper and Sixth (6th) in Chrome. The rich minerals are spread out vastly and are produced from the thirteen (13) rich natural resources Regions of the Philippines. Note that each Region produces gold and silver. **(Source from DENR/MGB, 1996)**

GOLD RESERVES

- **GOLD Ore Reserves total 162.8 Million metric tons** with a weighted average grade from 0.05 to 20% gm – of Au (Gold)/MT (Metric Tons).
- **Positive Ore Reserves constitute 76.8 Million Metric Tons** or 47% of the total deposits.
- **Probable Ore Reserves total 56.9 Million Metric Tons or 35%**
 - a. **GOLD & SILVER;** are found throughout the country in the form of lode or placer deposits. The principal Gold producing areas are widely located in all the 13 Regions of the country:
 - I. CAR & Region 1 of the Mt. Province (Benguet, Baguio & Ilocos Provinces);
 - II. Region 2 (Isabela, Cagayan Valley Provinces)
 - III. Region 3 (Central Luzon)

- IV. Region 4 (Mindoro Island)
- V. Region 5 of Bicol Region (1). Camarines Norte (Paracale, Jose Panganiban), Masbate Island (Aroroy, Baleno, Mapina)
- VI. Region 6 (Negros & Panay Island)
- VII. Region 7 (Cebu & Bohol)
- VIII. Region 8 (Samar, Leyte)
- IX. Regions 9, 11, 13 of Mindanao (Surigao, Masara, Compostela Valley, Davao, Cagayan De Oro, Bukidnon, Misamiis Oriental, Zamboanga)

b. OTHER PRECIOUS METALS and MINERALS:

- I. CAR & Region 1 – Copper , Chromite
- II. Region 2, 3 –Copper, Nickel, Chromite
- III. Region 4 – Copper, Lead, Nickle, Chromite, Molybdenum
- IV. Region 5 – Copper, lead, Nickle, Chromite
- V. Region 6 Copper
- VI. Region 7 Copper, Chromite
- VII. Region 8 Copper, Nickel, Chromite, Bauxite
- VIII. Region 9 – Copper, Zinc, Chromite, Lead
- IX. Region 10 – Chromite
- X. Region 11 – Copper, Nickel, Chromite
- XI. Region 13 – Copper, Nickel, Chromite, Bauxite

TOTAL Known Regional Gold Ore Deposits in Metric Tons = 402,696,312
 TOTAL Known Regional Amount of Pure Gold in Kilograms = 1,129,828.80
 TOTAL Percentage from Philippines Gold Ore Reserves = 100.01%

PEARL Asian Mining (ZNext Mining) controls gold mining projects in these Regions:

- 1. Region 5 = 17.87% from the total Philippines Gold Reserves - **4th Highest ****
- 2. Regions 9,10,11 = 25.52% from the Total Philippines Gold Reserves - **Highest %****
- 3. Region 13 = 19.30% from the Total Philippines Gold Reserves - **3rd Highest %****

These products are expected to become a significant source of revenue for the Company because of the growing trend toward the use of highly mechanical, environmentally safe, mining equipment, in lieu of manual or hands on equipment and very toxic chemical in the recovery of gold, silver and other precious metals or minerals. PEARL Asian Mining (ZNext Mining) as an added benefit is implementing proper tailing ponds improvements through toxic waste management, thus protecting the environment from any toxic pollution that is very harmful to the environment and its community. (Sources: MINES & GEOSCIENCE BUREAU, DENR, REPUBLIC OF THE PHILIPPINES' GOVERNMENT).

“There is no doubt that the Philippines Islands have the potential and the ability to sustain a successful mineral industry with economic world class deposits. The

exploration efforts and investment to achieve this would provide a massive boost to the economy in its own right!” excerpts from the Foreign Chambers of the Philippines, 2003.

For more information: <http://www.pearlmining.com>

B. Distribution methods of the products or services:

Marketing

PEARL Asian Mining (ZNext Mining) Revenue Generation Strategic Programs:

- I. Trading (Buy & Sell)
 - A. RAW ORES – The Philippines has large amount of raw ores and is vastly open. Pearl Asian Mining’s strategy is to extend working mining alliance programs to provide support in the operations of their small scale mining operations, as well as community assistance programs.
 - B. UPGRADED ORES - Pearl Asian Mining will enhance the increased production of Raw Ores from the small scale miners, thus being able to supplement the world demand for these precious metals.
 - C. PURIFIED MINERAL PRODUCTS - Pearl Asian Mining produces its own purified products from its Gango Gold Processing Plants. The processed products that are recovered by the small scale miners will increase the Pearl Asian Mining’s gold and mineral production output and product delivery.

The Pregnant Liquid Solutions (PLS)- the mineral products in liquid solution containing gold, silver and other precious metals are to be hallmarked by renowned Global Hallmarkers and Refiners such as JM – Johnson Matthey or Englehardt. These products are to be marketed in America, Europe, Asia, Africa, and elsewhere. Management is engaged in the world-wide marketing opportunities to distributors for delivery of sell gold, silver and other precious metals.

Pearl Asian Mining has been receiving many offers for working alliances and joint ventures from the small scale land owners and claimants. This special gold mining alliance program will have a positive impact on the local, regional and worldwide economy. This will contribute to a sustainable livelihood. It will generate jobs and income not only during the exploration period but also during the mineral ore processing of its enhanced mineral Gold Ores Conversion Processing Plant especially after the completion of adding the copper floatation enhancement unit to the processing plants and refinery. Other jobs that will be opened include the maintenance, administration, production, distribution and marketing positions.

C. Status of any publicly announced new product or services

The company does not anticipate at this time and new products or services.

D. Competitive business conditions, the issuer's competitive position in the industry and methods of competition

Industry Analysis and Competition.

To the best of our knowledge, no other company is in the gold and silver exploration, recovery and production business modeled like PEARL Asian Mining in the Philippines that ultimately work with small scale miners/land owners without an out right buy out of their ancestral land. Management has been unable to find any direct competitors in the Philippines that will operate in the specific niche market our Company targets. However, there are many major mining companies that produce gold and silver, but finding buyers for gold and silver is not very competitive as demand normally outstrips supply.

Competitor Analysis

There are a number of companies conducting gold, silver production and producers in various locations outside the Philippines that are based upon similar concepts of those of PEARL Asian Mining. Competitors may be able to bring better, richer and yet cheaper products to the market more quickly than the Company, thus gaining a competitive edge over the Company.

Furthermore, many of the companies with the resources to develop and plans similar to those of PEARL Asian Mining – Znext Mining: the internal politics, the necessary permits and their traditional business practices, make it highly unlikely that any of these potentially competitive companies could launch an effort that would threaten PEARL Asian Mining – Znext Mining within the Philippines.

ADVANTAGES OVER THE COMPETITOR:

Management believes that PEARL Asian Mining – ZNext Mining advantages implementing the small scale or joint venture partnering, coupled with its international approach, provides a unique business model that will enable the Company to offer lower costs that are not available through the Company's competitors. On the other hand, there can be no assurance that the Company's competitors will not succeed in developing and marketing comparable methods at a future date, that could be equally or more effective than those developed or acquired by ZNXT/ PEARL or which could render the Company's methods obsolete or uncompetitive.

ZNextMining~ PEARL Asian Mining Industries has selectively engaged highly qualified engineers and support team personnel in the organization who has the right contacts and connections, allowing Pearl Asian to compete reasonably well in this business.

ZNextMining~ PEARL Asian Mining Industries management, with their in-depth experience, selectively screens mineral claims with low potential risk. These potential risks, such as the presence of Indigenous People, gold claims from the ancestral land domain, security, peace & order problems, presence of small scale miners, political problems (internal & external), N.G.O. opposition, etc., are considered hindrance in the success of the mining industry. However, Pearl Asian continues to manage to have harmonious relations and good working alliances with these groups.

ZNext Mining~ PEARL Asian Mining Industries (ZNXT) advantages and disadvantage over the competitors includes the following:

- (a). The engagement of the right key management group;
- (b). Hiring team of highly qualified, competent and experienced Engineers who are very knowledgeable of this kind of business;
- (c). Using minimized risk of claim selection and screening;
- (d). Hiring of Competent Geologists and Diamond Drillers with experience of the area that have potential mineral claims;
- (e). Engagement of experienced Chemists and Metallurgists to process and extract the gold, silver and other precious metals from the rest of the minerals present in the raw ores, with consideration of the use of non-toxic chemicals or substances;
- (f). Use of safe methodologies and chemical assays to detect toxic organic and inorganic substances: that may cause bad side effect, which may hinder the safety of the people and the environment.
- (g). Following the reversal of the decision by the Supreme Court of the Philippines legitimizing the New Mining Act of 1995, a number of interested investors both local and foreign groups have started to generate interest on mining in the country. The big competition is more on the filing of mineral claims and the potential joint venture with the local claim holders.
- (h). ZNextMining~ PEARL Asian Mining Industries (ZNXT) already complied with the governmental rulings, both local and national.
- (i). ZNextMining~ PEARL Asian Mining Industries (ZNXT) is in full compliance with the law, as well as having a solid working alliance with the Indigenous Groups of People that own the ancestral land domains, rich with gold and other minerals.; and in creating a cooperative working relationship throughout the Philippines mining productions and exploration marketplace.

(j). Similarly, the economic boom in China opened the door to mining business where the demands of minerals particularly in the supply of raw materials such as Iron, Manganese, Chromite, Nickel, etc. hence making claims on mineral lands competitive.

DISADVANTAGES

- (a) Mining is more expensive and very highly capitalized industry.
- (b) Environmental & Political Conflicts (Internal & External) factors
- (c). Host Community and the small scale local miners must be accounted for in the business plan of action.
- (d). Economic financial situations can play major role.
- (e). The competitive weaknesses of PEARL Asian Mining – Znext Mining include under-capitalization and low production capacity.

The Company, has been operating on a very lean capitalization, does not plan to burden itself with debt in order to contract with capital equipment suppliers, to obtain additional equipment. In fact, the management sees debt as a key competitive disadvantage

Growth Strategy of the Company

The Company is significantly expanding its growth capacity especially through systematic mechanization of most mining operations. The key positions have been identified and personnel hired to fill those positions. These individuals are devoted to many years of relevant technical education and who have built careers in the mining and allied industries, or in the chemical industry.

Our portfolio of products is mainly comprised of gold, silver & other minerals and precious metals. The gold has been in the past rapidly emerging to provide preferred alternatives and friendly substitute and hedge against economic inflation.

- i. The diversification in product lines bodes well for our future viability and growth.
- ii. We continuously identify and assess new and abandoned mining sites across the different regions of the Philippines
- iii. We currently and have always been open for joint venture working alliance agreements with several chieftains, datus and baes who control or own ancestral lands in Mindanao, Philippines suitable and are known with proven gold and other mineral reserves, thus increasing the company's control of mineable gold projects.
- iv. As the Company sees rapid mining growth, the expansion will commence to construct and increase the conversion capacity of the processing plants and refineries to having increased from 100 tons per day up to 1,000 tons per day operations.

OBJECTIVES

PEARL Asian Mining (ZNext Mining)'s objective is to become one of the market leaders in the Philippines' mining industry sector. PEARL Asian Mining (ZNext Mining) is cooperating with leading local and international stakeholders in the gold, silver and other precious metals production and mining business with regard to the engineering, design, construction, operation and financing.

MISSION & VISION

PEARL Asian Mining (ZNext Mining) mission and vision is to transfer state-of-the-art technology for the most environmentally and humanly friendly gold and precious metals operations thus contributing to the economic and social progress of the Filipino people.

- To provide the best return on investment (ROI) to all our existing & future shareholders.
- To establish harmonious working relations.
- To provide sustainable jobs to the community.
- To preserve and protect the community's environment.
- To provide education through scholarships to all deserving students of the communities
- To provide health and dental care.

RESEARCH & DEVELOPMENT

Modern & alternative mining technology play an important role with respect to the mining sector not only in the Philippines but also globally for the coming years. The strengthening of its position within the various mineral sources sites is one of the priorities of the new Philippine government. Already the Republic of the Philippines Mining Act # 7942 passed in 1995 paved the way for competitive participation of private investors in the mining sector.

More and more intensive research and exploration are conducted on the political, legal and economic environment of the Philippines especially on the conditions and perspectives of the mining sector, focusing on alternative ways to improve and protect the safety of the environment and safe disposal of the mining tailing ponds.

PEARL Asian Mining (ZNext Mining)'s has found significant number of abandoned and ancestral mine sites. The R & D Team of PEARL / ZNEXT Mining continues to familiarize themselves with the new state of the art alternative technologies, diamond drilling, processing technologies and productive methodologies, thus enabling to increase high and pure quality gold and silver products. PEARL/ ZNEXT Mining continuously familiarizing themselves with the:

- (1). Legal and regulatory agencies
- (2). Political and social framework
- (3). Vast network of personal and business relations with the stakeholders

- (4). Major players of this alternative mining technology industry both locally and internationally
- (5) .Access to funding sources; and
- (6). Technical, commercial and financial know how of its investors and interested companies.

PEARL Asian Mining / ZNext Mining Inc. R & D Technology Discusses the following gold, silver productions:

E. Sources and availability of raw materials and the names of principal suppliers:

The original small scale mining operation started from the joint venture with small ancestral mining claimants who had been operating and using crude technical mining methodologies. These are combined raw ores, placer type of gold or mother lode ores.

Management believes that PEARL Asian Mining – ZNext Mining advantages implementing the small scale or joint venture partnering, coupled with its international approach, provides a unique business model, enabled the Company to have abundant supply of gold, silver, copper and or other precious metals. The company is positioned to be the main supplier or producers of these commodities. On the other hand, ZNext – PEARL Asian Mining can assure that it will succeed in developing and producing gold, silver and other precious metals, and that it can be equally or more effective than those produced by other competitors.

Additional joint ventures among and the majority of the small scale miners with known gold or mineral reserves has been made across Mindanao Island. Mindanao has been proven to have the #1 Gold Reserves in the country.

F. Dependence on one or a few major customers:

PEARL Asian- Znext Mining is not dependent on one or even a few major customers. The company is becoming one of the major producers of gold, silver & other precious, the market for gold is very broad.

H. Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts including their durations and

1. PEARL Asian Mining- ZNext Mining is working on a patent to franchise/license its technology for rich gold or silver recoveries. The Gold Processing Plant with an enhanced Copper Floatation Conversion Processing Plant and the refinery designed by our R & D Team of Engineers are to be added on the existing gold processing plant and may be patented.
2. Several Royalties in the form of Net Profit Sharing Agreements (NPSA) have been entered into with several tribal leaders-owners of the ancestral lands with existing gold, silver and other mineral reserves

3. The Indigenous Tribal Groups headed by their chieftains, datus and baes have agreed to receive 1% to 10% Net Profit Sharing Revenues generated from their ancestral lands.
4. Royalties are also offered at 1% to 3% range to private land owners with proven and valid registered land titles or an agreement with some governmental agencies.
5. Majority of the unskilled laborers were contracted to work on the mining project sites on a yearly basis and their contracts are renewable based on performance.

G. The need for governmental approval of principal products or services and the status of any requested government approvals.

ZNext Mining – PEARL Asian Mining secured the necessary SEC Philippines Registrations and has been granted permits and licenses approved for the exportation of its products.

<http://www.pinksheets.com/otciq/ajax/showFinancialReportById.pdf?id=28279>
(SEC Registration Certificate of PEARL Asian Mining Industries, Inc.)

Part D Management Structure and Financial Information

Item 10. NATURE OF ISSUER'S FACILITIES:

The Company's corporate headquarter is located at Barangay Manlauyan, Gango, Libona, Bukidnon, Mindanao Island Philippines, 9000. On March 13, 2009 the Company relocated its current headquarter, the R & D Technology adjacent to the Gold Processing plant. Znext/PEARL Asian Mining has a satellite branch office in Mapina, Masbate Island and at the Compostela Gold Mine Project.

MEMBERS OF THE BOARD OF DIRECTORS: *The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.*

A. Officers and Directors. *In responding to this item, please provide the following information for each of the issuer's executive officers, directors, general partners and control persons, as of the date of this information statement:*

The following sets forth certain information with respect to executive officers, directors, key employees and advisors of the Company as of the date of this Form 211:

<u>NAME</u>	<u>AGE</u>	<u>POSITION</u>	<u>APPOINTED</u>
George Faustino Carpio Jr.	47	CEO/ President	yes
Gil Salutim	51	COO/ Vice President	yes
Dennise Malou Bravs	56	Secretary	yes
Art Coloso	56	Treasurer/ Comptroller	yes

[Click link below: ZNXT Officers & Directors](#)

<http://www.pinksheets.com/otciq/ajax/showFinancialReportById.pdf?id=18043>

B. Legal/Disciplinary History: Please identify whether any of the foregoing persons have in the last five years been subject of:

i. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceedings (excluding traffic violations and other minor offenses).

NONE of the above OFFICERS and DIRECTORS had any conviction in a criminal proceeding or named as a defendant in a pending criminal proceedings (excluding traffic violations and other minor offenses).

ii. The entry of an order, judgment or decree not subsequently reversed, suspended or vacated by a court of competent jurisdiction that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type or business, securities, commodities or banking activities.

NONE of the above OFFICERS and DIRECTORS had any entry of an order, judgment or decree not subsequently reversed, suspended or vacated by a court of competent jurisdiction that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type or business, securities, commodities or banking activities.

- iii. ***A finding or judgment by court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal trading commission, or a state securities or commodities law, which finding or judgment has not been reversed, suspended or vacated or;***

NONE of the above OFFICERS and DIRECTORS has finding or judgment by court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal trading commission, or a state securities or commodities law, which finding or judgment has not been reversed, suspended or vacated.

- iv. ***The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.***

NONE of the above OFFICERS and DIRECTORS have entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

- C. **Disclosure of Family Relationships.** *Describe any family relationships among and between owners of more than five percent (5%) of the any class of the issuer's equity securities. the issuer's directors, officers, persons nominated or chosen by the issuer to become directors or officers or beneficial*

NONE of the OFFICERS and DIRECTORS are inter-related to each other, and NONE of the OFFICERS and DIRECTORS own any and not even more than five percent (5%) of the any class of the issuer's equity securities.

- D. **Disclosure of Related Party Transactions.** *Describe any transaction during the issuer's last two full fiscal years and the current fiscal year or any currently proposed transaction, involving the issuer, in which (i) the amount involved exceeds the lesser of \$120,000 or one percent of the average of the issuer's total assets at year-end for its last three fiscal years and (ii) any related person had or will have a direct or indirect material interest. Disclose the following information regarding the transaction:*

- i. *The name of the related person and the basis on which the person is related to the issuer.*
- ii. *The related person's interest in the transaction;*
- iii. *The approximate dollar value involved in the transaction (in the case or indebtedness, disclose the largest aggregate amount of principal outstanding during the time period for which disclosure is required the*

amount thereof outstanding as of the latest practicable date, the amount of principal and interest paid during the time period for which disclosure is required and the rate or amount of interest p[ayable on the indebtedness.

- iv. The approximate dollar value of the related person's interest in the transaction; and*
- v. Any other information regarding neither the transaction nor the related person in the context of the particular transaction.*

NOT APPLICABLE TO ALL OF THE ABOVE

- E. Disclosure of Conflicts of Interest.** *Describe any conflicts of interest. Describe the circumstances, parties, involved and mitigating factors for any executive officer or director with competing professional or personal interests.*

NOT APPLICABLE

Item 12. ISSUER'S MOST RECENT BALANCE SHEET, PROFIT AND LOSS STATEMENT, AND RETAINED EARNINGS STATEMENTS:

Item XII Financial information for the issuer's most recent fiscal period. Instruction to Item XII: The issuer shall post the financial statements required by this Item XII through the OTC Disclosure and News Service under the appropriate report name for the applicable period end. (If the financial statements relate to a fiscal year end, publish it as an "Annual Report," or if the financial statements relate to a quarter end, publish it as a "Quarterly Report" or "Interim Report") The issuer must state in its disclosure statement that such financial statements are incorporated by reference. The issuer must also (i) provide a list in the disclosure statement describing the financial statements that are incorporated by reference, (ii) clearly explain where the incorporated documents can be found, and (iii) provide a clear cross-reference to the specific location where the information requested by this Item can be found in the incorporated documents.

The issuer shall provide the following financial statements for the most recent fiscal period (whether fiscal quarter or fiscal year). 1).balance sheet; 2) statement of income; 3) statement of cash flows; 4)statement of changes in stockholders' equity; 5) financial notes; and 6) audit letter, if audited. 6 Foreign private issuers that have furnished information to the Securities and Exchange Commission pursuant to Rule 12g3-2(b) under the Exchange Act can provide those same financial statements as an alternative to U.S. GAAP. For information regarding U.S. GAAP, see <http://cpaclass.com/gaap/gaap-us-01a.htm>.

The financial statements requested pursuant to this item shall be prepared in accordance with generally accepted accounting principles (GAAP) by persons with sufficient financial skills. Information contained in annual financial statements will not be considered current more than 90 days after the end of the issuer's fiscal year immediately following the fiscal year for which such statement are provided, or with respect to quarterly financial statements, more than 45 days after the end of the quarter immediately following the quarter for which such statements are provided. The issuer must state in its

disclosure statement that such financial statements are incorporated by reference. The issuer must also:

- (i) **provide a list in the disclosure statement describing the financial statements that are incorporated by reference:**

see footnotes in links found in items below.
For Annual Report of 2008 & 2009 - to follow

<https://www.otciq.com/otciq/ajax/showFinancialReportById.pdf?id=28105>
(For Annual Report of 2007)

<https://www.otciq.com/otciq/ajax/showFinancialReportById.pdf?id=28124>
(For 2006 Annual Statement of Cash Flows)

<https://www.otciq.com/otciq/ajax/showFinancialReportById.pdf?id=28123>
(For 2006 Annual Income Statement)

<https://www.otciq.com/otciq/ajax/showFinancialReportById.pdf?id=28122>
(For 2006 Annual Balance Sheet Statement)

<https://www.otciq.com/otciq/ajax/showFinancialReportById.pdf?id=28121>
(For 2005 Annual Balance Sheet Statement)

<https://www.otciq.com/otciq/ajax/showFinancialReportById.pdf?id=28120>
(For 2004 Annual Statement of Operations)

<https://www.otciq.com/otciq/ajax/showFinancialReportById.pdf?id=28119>
(For 2004 Annual Statement of Changes In Capital Deficiency)

<https://www.otciq.com/otciq/ajax/showFinancialReportById.pdf?id=28118>
(For 2004 Annual Statement of Cash Flows)

<https://www.otciq.com/otciq/ajax/showFinancialReportById.pdf?id=28117>
(For 2004, 2005, 2006 Annual Statement of Cash Flows)

<https://www.otciq.com/otciq/ajax/showFinancialReportById.pdf?id=28115>
(2006 Audited Annual FS Audit & Certification by Valdes, Jose , Abad CPA,
an RSM International Affiliate- page 1)

<https://www.otciq.com/otciq/ajax/showFinancialReportById.pdf?id=28116>
(2006 Annual FS Audited Audit & Certification by Valdes, Jose Abad,
an RSM International Affiliate- page 2)

<https://www.otciq.com/otciq/ajax/showFinancialReportById.pdf?id=28109>
(2005 Audited Annual FS Marco Ilano & Co. Auditor's Certification)

<https://www.otciq.com/otciq/ajax/showFinancialReportById.pdf?id=28108>
(2004 Audited Annual FS SGV & Co. Auditor's Certification)

- (ii) clearly explain where the incorporated documents can be found, and:

<https://www.otciq.com/otciq/ajax/showFinancialReportById.pdf?id=28105>
(For Annual Report of 2007)

(iii) *provide a clear cross-reference to the specific location where the information requested by this Item can be found in the incorporated documents.*

[See footnotes in links found in item \(ii\) above.](#)

Item 13. ISSUER'S FINANCIAL STATEMENT FOR THE TWO PRECEDING FISCAL YEARS:

Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence. Please provide the financial statements described in Item XII above for the issuer's two preceding fiscal years. Instruction to Item XIII: The issuer shall either (i) attach the financial statements required by this Item XIII to its initial disclosure statement or (ii) post such financial statements through the OTC Disclosure and News Service as a separate report under the name of "Annual Report" for the applicable fiscal year end. The issuer must state in its disclosure statement that such financial statements are incorporated by reference. The issuer must also (x) provide a list in the disclosure statement describing the financial statements that are incorporated by reference,(y) clearly explain where the incorporated documents can be found, and (z) provide a clear cross-reference to the specific location where the information requested by this Item can be found in the incorporated documents .

[Pearl Asian Mining Industries, Inc. Annual F/S Report Ending Dec. 31, 2007, 2008 & 2009 ~ To be Audited or Reviewed by a Philippines CPA.](#)

Item 14. BENEFICIAL OWNERS: *Provide a list of the name, address and shareholdings of all persons beneficial owning more than five percent (5%) of any class of the issuer's equity securities. To the extent not otherwise disclosed, if any of the above shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.*

		Relation Ship	Common # of Shares	COM %	PFD # Shrs	PFD %
	RJH Industries Philippines	- None	31,000,000	61%	60,000	75%

Item 15. THE NAME, ADDRESS, TELEPHONE NUMBER, AND E-MAIL ADDRESS OF EACH OF THE FOLLOWING OUTSIDE PROVIDERS THAT ADVISED THE ISSUER

**ON MATTERS RELATING TO THE OPERATIONS
BUSINESS DEVELOPMENT AND DISCLOSURE:**

1. *Investment Banker* NONE – NOT APPLICABLE
2. *Promoters* NONE – NOT APPLICABLE
3. *Counsel* NONE – NOT APPLICABLE
4. *Accountant or Auditor - the information shall clearly (i) describe if an outside accountant provides audit or review services, (ii) state the work done by the outside accountant and (iii) describe the responsibilities of the accountant and the responsibilities of management (i.e. who audits, prepares or reviews the issuer's financial statements, etc.). The information shall include the accountant's phone number and email address and a description of the accountant's licensing and qualifications to perform such duties on behalf of the issuer:*
NONE- NOT APPLICABLE
5. *Public Relations Consultant(s):*
NONE – NOT APPLICABLE
6. *Investor Relations* NONE – NOT APPLICABLE
7. *Consultant. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement - the information shall include the telephone number and email address of each advisor:*
NONE – NOT APPLICABLE

**ITEM 16. MANAGEMENT'S DISCUSSION AND ANALYSIS OR
PLAN OF OPERATION.** *Instructions to Item XVI: Issuers that have*

not had revenues from operations in each of the last two fiscal years, or the last fiscal year and any interim period in the current fiscal year for which financial statements are furnished in the disclosure statement, shall provide the information in paragraphs A and C of this item. All other issuers shall provide the information in paragraphs B and C of this item. The discussion and analysis shall focus specifically on material events and uncertainties known to management that would cause reported financial information not to be necessarily indicative of future operating results or of future financial condition. Issuers are not required to supply forward-looking information. This is distinguished from presently known data that will impact upon future operating results, such as known future increases in costs of labor or materials. This latter data may be required to be disclosed.

<http://www.pinksheets.com/otciq/ajax/showFinancialReportById.pdf?id=28128>
(XYZ GOLD PROJECT OVERVIEW)

Management continues to pursue its mining expansion, exploration, development and gold, silver & other mineral production.

Mine Development Program

Mining Plan

The company will practice sustainable mining during the operation. The company will employ all the existing resident miners working in each area. The ore that they will mine will be dictated by the geologist/gold mapper of the company to attain the minimum grade required by the management. Daily sampling will be programmed to support the later. The extracted ore will be manually transported by the miners or hauled using horses. Necessary materials such as timbers, explosive, and pipes will be marketed with the assistance of the cooperatives. Explosives will be used only in very hard areas. Rock drills, compressor, submersible pumps, blowers and safety apparel will be provided by the company to mechanize the mining operation. The company will supervise all the mining operations in areas that are covered by the agreement. Safety is given priority in all aspect of the operation.

Tunnel Rehabilitation

The existing tunnels of the cooperatives will be inspected and assessed if it needs to be rehabilitated. The tunnels should have an opening good enough for the machines to be used during mining. Rockbolts will be used as support in openings with competent wall rocks as an addition to the existing supports. In collapse openings, timber will be used as support. In heavily disturbed areas, timber and rockbolts will be used provided that rock drills can be utilized in those areas. Additional supports will be implemented as dictated by the rock mechanics properties of the deposit and as needed.

Tailings Pond

The tails of the mill will be impounded in the existing tailing dams of the cooperatives which is constructed by the government. When the cooperative and the company see the need to rehabilitate the existing pond, the group will touch the government for the implementation. Clear runoff water will be assured to prevent siltation in the existing river in the area.

Rehabilitation/ Reforestation

The portals of the abandoned openings after mining will be closed so that entry of unauthorized persons is prevented which can be killed by poisonous gases when exist in the stopes. Since mining operation is underground, minimal disturbance in surface is expected. Assistance for reforestation in Department of Environment and Natural Resources (DENR) will be asked for them to provide seedlings which will be planted in

the area as exchange in trees that will be affected during mining. A 5 to 1 ratio is programmed for this activity.

- A. Plan of Operation.** *1. Describe the issuer's plan of operation for the next twelve months. This description should include such matters as: (i) a discussion of how long the issuer can satisfy its cash requirements and whether it will have to raise additional funds in the next twelve months;*

BRIEF OVERVIEW

For the next twelve months, ZNext Mining – PEARL Asian Mining Industries has a commitment with the German Fund Management to funding the needed capitalization for the company's expansion, growth and intensive working capital needed. such as diamond drilling, further exploration and production. ZNext – PEARL Asian Mining Industries believes that the first 12 months funding will become sufficient to make the company self-sustaining without any further needs for additional cash infusions because ZNXT expects to be fully producing and generating net income.

ZNext Mining – PEARL Asian Mining Industries growth and expansion will include real estate acquisitions, rich - mineral claims or lands acquisition, completion of the MPSA or the large scale mining permit, acquisition of highly efficient mining equipment and gold refinery.

INITIAL ACTIVITY: ZNext – PEARL Asian Mining conducted feasibility studies on increasing the gold, silver, copper and other minerals production output. The company has started to acquire additional joint venture and working alliances with land owners whose properties have already known proven reserves. These mineral commodities will be traded in the commodities exchanges. Once sufficient production comes through, the direct negotiation with hall-markers and refiners, the company's gold will be offered directly to commodities dealers.

The Company currently operates on a very lean capitalization, does not plan to burden itself with debt in order to contract with capital equipment suppliers to obtain the necessary equipment. In fact, the management sees debt as a key competitive disadvantage. The low capitalization necessitates that the company operates at a very efficient and most effective level.

- (ii). a summary of any product research and development that the issuer will perform for the term of the plan;**

Below are the three (3) Major Gold Projects whose feasibility studies had been done and explored during the 2005 – 2007 exploration, development and initial production period. This also includes the Gold Processing plant built in Gango, Libona, Bukidnon in 2006.

I.

**GANGO GOLD RUSH FEASIBILITY
STUDIES AND OVERVIEW**

<https://www.otciq.com/otciq/ajax/showFinancialReportById.pdf?id=29332>

**INITIAL FEASIBILITY STUDY
GANGO GOLD RUSH PROJECT**

**Sitio Manlauyan, Brgy. Gango, Municipality of
Libona, Province of Bukidnon,**

Mindanao Island

EXECUTIVE SUMMARY

Introduction

This initial feasibility study is for the operation of Gango Gold Rush Project in support to the exploration policy of the company. On January 31, 2007, the Oro Gango Producers Cooperative (OROGAPCO) being headed by Mr. Peter Francisco requested a financial assistance from the Pearl Asian Mining Industries for the improvement of their operation. OROGAPCO is a certified cooperative and members are residence of Sitio Manlauyan, Barangay Gango, Municipality of Libona, Province of Bukidnon. The cooperative has the certification from the local government of Libona and at the provincial government of Bukidnon.

This study focuses on the viability of the project in operating gold mine with the estimated ore reserve of 1, 026,000 MT at 10 gm/t of gold and with approximately 56 years of mine operation. Gango gold rush operation started on late 1980's and legalized their operation during the early 2000 when the local government given a certification to the small scale miners and the Mines and Geosciences Bureau Region 10 declared the 58 hectares as "Minahang Bayan".

Gold production in the latter part of the 80s to the early 90s declined due to extended depressed metal prices, general increase in production cost and low trading due to sluggish world economy. During 1988 and 1992, the country experienced the lowest average gold price which computed as US\$343.94/oz. During the 90s until the turn of the century, gold production consistently increased generally due to renewed interest of gold by mining investors. The entry of four new projects, namely Bulawan and Sibutad Mines of Philex Mining Corporation, Victoria Mine of Lepanto Consolidated Mining Corporation and Placer Copper Project of Manila Mining Corporation, together with the increased contribution of small scale mines significantly pushed production levels by the year 2000. From the record of Bangko Sentral ng Pilipinas the contribution of small scale sources in the year 2000 reached 58% of the total gold production. By 2002, only two primary gold producers (Victoria Project of Lepanto and Bulawan of Philex) and one secondary gold producer (Padcal of Philex) remained in operation. The contribution of the small scale mines, however, remained significant. It was, however, the year 2003 which registered an all-time high in gold production with

37,840 kg of gold produced. The recent declaration of Diwalwal as a mineral reservation under direct state control is expected to further push gold production levels in the succeeding years.

Total production from 1946-2003 amounted to 1,172,912 kg gold valued at about PHP 225 Billion Pesos according to the Data from Mines and Geosciences Bureau, Mineral News Service.

Worldwide, the Philippines had been an important gold producer, ranking 29th in 2002. In 1988, the country placed second to South Africa in terms of gold production per unit land area.

Gold producing mines, 2001 and 2002

(Data from Mines and Geosciences Bureau, 2002).

Mine / Company	CY 2002		CY 2001	
	Quantity (Kg)	Value (Pesos)	Quantity (Kg)	Value (Pesos)
<i>Primary Producers</i>				
1. Lepanto Consolidated Mining Corp. (Victoria)	3,565	1,520,590,557	3,110	1,054,352,616
2. Manila Mining Corp.	0	0	6	2,514,300
3. Philex Gold Philippines	439	219,608,266	1,770	783,204,610
Subtotal	4,004	1,740,198,823	4,886	1,840,071,526
<i>Secondary Producers*</i>				
1. Lepanto Consolidated Mining Corp. (Victoria Copper Flotation Plant)	0	0	1,744	543,045,149
2. Manila Mining Corp.	0	0	550	214,171,172
3. Maricalum Mining Corp.	0	0	23	8,103,591
4. Philex Mining Corp. (Padcal)	3,851	1,964,779,641	3,983	1,771,642,723
Subtotal	3,851	1,964,779,641	6,299	2,536,962,634
<i>Small-scale Mines**</i>	27,993	14,304,000,000	22,656	10,005,000,000
Subtotal	27,993	14,304,000,000	22,656	10,005,000,000
Total	35,848	18,008,978,464	33,841	14,482,034,160

*Secondary gold producers have copper as primary product with gold and silver as co-products

**Refers to the aggregate production of all small-scale mines in the Philippines as purchased by the Bangko Sentral ng Pilipinas (BSP) from their buying stations in Baguio, Davao, Zamboanga and Quezon City

The key findings of the Gango Gold Rush Project are summarized in the bullet points below and explained in more detail in the body of the report:

- Location Sitio Manlauyan, Barangay Gango,
Municipality of Libona, Province of
Bukidnon
 - Mineralization Quartz vein hosted by metamorphic rock
 - Reserves 1,026,000 MT (10 g/t average grade)
 - Gold Recovery 90.0 %
 - Operating Cost PHP 2,250,000.00
 \$ 200,875.00
 - Capital Cost Php 10 million or \$ 250, 000.00 (Estimated)
-

- Mine Life 56 years
- Mining Equipment Trucks and Shovels
- Process Plant Conventional Gravity and Carbon-in Leach

Property Description and Location

The area of Gango Gold Rush covers the total lot area of 59 hectares. The property is located 14 kilometers south east portion of Cagayan de Oro City and situated in Sitio Manlauyan, Barangay Gango, Municipality of Lbona, Province of Bukidnon. It is accessible through an all weathered farm to market road. The area confined in slight to moderately sloping topography with elevation ranges from 100 to 450 meter above sea level and vegetation covers mostly ferns and root crops. Rainy season mostly experience during the month of June until the month of September.

ZNEXT (PEARL) Mining (Symbol: ZNXT) signed a Memorandum of Agreement (MOA) for the development of the area and the improvement of the mining method in the area. The MOA provides the exclusive rights to ZNEXT (PEARL) in providing financial and technical support to the tunnel members of local small scale miners in the development, exploration and operation of the mining area as well as the community. Additionally, ZNEXT (PEARL) will provide the necessary recommendation on the existing tailings pond to minimize and avoid the possible hazards that may occur during operation.

The agreement between ZNEXT (PEARL) and the small scale miners is in accordance with the endorsement issued by the Municipality of Libona wherein the cooperative could accept financial assistance from any investors, either local or foreign to finance mining operations of the small scale miners as part of development and livelihood program intended for its members and for the people of the mining area.

Geology and Resources

Geology and Mineralization

The metamorphic rocks noted in the area, particularly phyllite which hosted the epithermal gold deposits were considered part and parcel of the Himalyan Formation. The coordinates of the sampling station falls at North $08^{\circ} 24'30''$ and East $124^{\circ} 40' 33''$. Phyllite is commonly foliated, light gray to yellowish green with extremely fine grained textures. Accordingly, it is composed of microcrystalline quartz. Powdered magnetite and possible limonite were observed during the sampling.

Results of the laboratory test of and interpretation of rock specimen from the field, concludes that the area may be considered as low sulphidation epithermal gold deposit, hosted by metamorphic rock particularly phyllite (MGB, 1986). The estimated ore reserved within the

elevation of 200 to 500 meter above sea level is 1,026,000 MT @ 10 gm/t of Au cut-off grade.

Interpretations and Conclusions

The Gango area contains a gold deposit that is unique in terms of its geologic characteristics and size. The geometry and size of the deposit give the project operational flexibility that will allow optimal exploitation. The deposit is open ended at depth and, with increased metal prices, decreased costs, and/or increased metallurgical recoveries, reserves could increase. Additional drilling may result in upgrading some or all of the Inferred resources to Measured or Indicated, which could add to reserves.

Drilling activity should be done which may upgrade resources from Inferred to Measured and Indicated which could potentially increase reserves. Given the same economic, mining, and engineering criteria, it is likely that the reserves can be increased at depth.

In a future stage there will be a heterogeneity study carried out to optimize sampling protocol and minimize sample variance.

Reserves and Mining

The Gango gold deposit is planned to be mined as a conventional truck/shovel operation. The ore will be mined by using manual breaking and hauled by mini dump truck from the source to the mill plant.

The mine production schedule is based on providing the plant with 50 tonnes of ore per day. This schedule results in a mine life of just under 56 years.

Stockpiling of ore is necessary to maintain the desired blend high grade and low grade as long as it will meet the cut-of grade required. Initially, majority of ores will come from the selected high grade tunnel that will feed in the mill plant.

Mine manpower requirements vary with production levels but start at a base level of 7 people per tunnel for a total of 21 tunnels. This figure includes 2 in mine engineering and geology, 2 in mine maintenance and 3 in mine operations. The maximum manpower level is 147 during a year. The mine operations manager, chief mine engineer and maintenance superintendent are initially use and are replaced by a project manger in the middle of the operation.

PROJECT COST (FULL OPERATION FOR ONE STOPE ONLY)

Particulars	Qty	Unit Cost	Total Cost
Axial Fan (10Hp)	1	50,000.00	50,000.00
Air Leg Drill	1	150,000.00	150,000.00
Compressor	1	50,000.00	50,000.00
Acete		10,000.00	10,000.00
Fuel		10,000.00	10,000.00
Pipes (2 in)	5	6,000.00	30,000.00
Battery		5,000.00	5,000.00
Bareta	3	300.00	900.00
Shovel	3	300.00	900.00
Pumps	2	5,000.00	10,000.00
Explosives			
Power Gel			
ANFO			
Detonator			
Detonating Cord(Cordtex)			
Safety Fuse			

Total

316,800.00
USD\$10,000.00

GANGO GOLD RUSH OPERATIONS

ASSUMPTION MADE IN THE STUDY

MINERAL RESERVES, tones	1,026,000	Milling rate, TPD	50
Gold head grade, g/t	10	Mine life, years	56
Silver head grade, g/t	12	Gold price, \$/ozt	1000
Gold Recovery, %	90.00%	Silver price, \$/ozt	17
Silver Recovery, %	80.00%		
Total gold contained, ozt	329,904		
Total silver contained, ozt	395,884		

NOTE:

Initial stage of operation of the mill will process at least **10 tons of ore daily** and additional equipments will be install to increase the production up to **50 tons per day**.

PROJECT SUMMARY OF ESTIMATION

Year	2010	2011	2012	2013	2014	2015
Mill Throughput (ton)	1,500	6,400	12,800	16,000	16,000	16,000
gm/t, Au	10	10	10	10	10	10
gm/t, Ag	12	12	12	12	12	12
Contained Gold, kg	15.00	64.00	128.00	160.00	160.00	160.00
ozt	482.26	2,057.63	4,115.26	5,144.08	5,144.08	5,144.08
Contained Silver, kg	18.00	76.80	153.60	192.00	192.00	192.00
ozt	578.71	2,469.16	4,938.32	6,172.90	6,172.90	6,172.90
RECOVERY (%)						
Gold Recovery (%)	85.00%	90.00%	90.00%	90.00%	90.00%	90.00%

Silver Recovery (%)	75.00%	80.00%	80.00%	80.00%	80.00%	80.00%
Recovered Gold, kg	13	58	115	144	144	144
ozt	409.92	1851.87	3703.74	4629.67	4629.67	4629.67
Recovered Silver, kg	14	61	123	154	154	154
ozt	434.03	1975.33	3950.65	4938.32	4938.32	4938.32

Gold Price @U\$1000/ozt	\$ 409,920.00	\$ 1,851,870.00	\$3,703,740	\$ 4,629,670.00	\$ 4,629,670.00	\$ 4,629,670.00
	PHP 11,559,712.28	PHP 52,222,700.16	PHP 104,445,400.32	PHP 130,556,750.40	PHP 130,556,750.40	PHP 130,556,750.40
Silver Price @U\$17/ozt	\$ 7,379.00	\$ 33,581.00	\$ 67,161.00	\$ 83,951.00	\$ 83,951.00	\$ 83,951.00
	PHP 203,994.92	PHP 928,403.56	PHP 1,856,807.12	PHP 2,321,008.90	PHP 2,321,008.90	PHP 2,321,008.90

GROSS INCOME	\$ 417,299.00	\$ 1,885,451.00	\$ 3,770,901.00	\$ 4,713,621.00	\$ 4,713,621.00	\$ 4,713,621.00
	PHP 11,763,707.20	PHP 53,151,103.72	PHP 106,302,207.44	PHP 132,877,759.30	PHP 132,877,759.30	PHP 132,877,759.30

OPERATING COST	PHP 8,250,000.00	PHP 35,552,000.00	PHP 71,815,040.00	PHP 90,666,488.00	PHP 91,573,152.88	PHP 92,488,884.41
	\$ 171,875.00	\$ 740,666.67	\$ 1,496,146.67	\$ 1,888,885.17	\$ 1,907,774.02	\$ 1,926,851.76
NET REVENUE	PHP 3,513,707.20	PHP 17,599,103.72	PHP 34,487,167.44	PHP 42,211,271.30	PHP 41,304,606.42	PHP 40,388,874.89

US DOLLARS @ 50 tpd	US DOLLARS @ 10 tpd
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2010 - \$1,227,120.00	\$ 245,424.00
2011 - \$5,723,920.00	\$ 1,144, 784.00
2012 - \$11,373,770.00	\$ 2,274,754.40
2013 - \$14,123,680.00	\$ 2,824,736.00
2014 - \$14,029,235.00	\$ 2,805,847.00
2015 - \$13,933,846.00	\$ 2,786,769.30

Factor X 5 = 50 tons per day operation (10 tons/day operations)

II.

XYZ GOLD PROJECT BRIEF OVERVIEW Business Plan, Feasibility Studies & Research Report

<https://www.otciq.com/otciq/ajax/showFinancialReportById.pdf?id=29330>

<http://www.pinksheets.com/otciq/ajax/showFinancialReportById.pdf?id=28128>

III.

BINASAN GOLD PROJECT BRIEF OVERVIEW & FEASIBILITY STUDIES

<https://www.otciq.com/otciq/ajax/showFinancialReportById.pdf?id=29333>

MESOTHERMAL GOLD DEPOSIT OF THE BINASAN GOLD PROJECT SITIO BINASAN, BRGY. ROGONGON, ILIGAN CITY

1.0 Introduction

The detailed geologic survey was conducted to identify the veracity of the area for gold mines. Megascoping study was made in the target site. Since 1990's the area was explored and mining activity was made using gravity and hydraulicking.

The area is situated in Sitio Binasan, Barangay Rogongon, Iligan City, which covers 20 hectares. It could be reach from the northwest through a 1 ½ hour drive from Cagayan de Oro City to Barangay Cauyuyan and another 4- hour foot traverse going to the project site. On the other hand, another way on reaching the site is from the southwest through an approximately 2-hour drive from Iligan City to Sitio Sta. Cruz, Barangay Rogongon and 2-hour foot traverse to Binasan.

A. Climate, Vegetation and Settlement

Since the topography of the area is within 400-600 meters above sea level, rainfalls were extensively active during the months of June to January and a dry season during February to May. Vegetations cover mostly primary trees such as red and yellow Lauan and other secondary trees. Generally, the area was rolling to moderately undulating to rolling and average slope gradient is 15% to 85%.

B. Historical Background

The 20-hectare target site is located in Sitio Binasan, Barangay Rogongon, Iligan City. It was first recognized by the local people as gold mining area during the late 90's using a manual break down of rocks and hydrulicking. Sluice boxes and tunnel were made following the mineralized zone to collect the gold nuggets. However, due to weak price of gold during that time and lack of food supplies the operation was busted.

C. Geologic Mapping

Foot traverse using compass-tape survey was made covering the initial area of approximately 12 hectares of the initial 20-hectares mining area. Rock samples as well as alteration minerals were identified megascopically in the site and panning was made during the exploration. Clearing of existing tunnel was also done for proper evaluation.

2.0 Regional Geology

Several small folds in the site suggest a major counterpart in the area as most of the beddings in the formation conform to the direction of the minor folds. Other significant feature is the northeast trend of ridges and irregular hills that could be affected the Opol Formation during the folding. The major drainage system which also trending northeast believes to be the result of the folding. The only major fault line crossing the area is the Iponan Fault that trends northeast.

The Opol Formation that was first observed by Capistrano (1946) at Opol, southwestern Misamis Oriental. The formation is consists of conglomerate, pebbly sandstone, pyroclastic breccia, tuffaceous sandstone and tuff which covers half of the western portion of the Misamis Oriental. A fine to medium grained, poorly sorted and poorly cemented pebbly sandstone and dark to light brown tuffaceous rocks were noted in the river of Opol. The layers of conglomerate interbedded with these rocks are well cemented, poorly sorted with pebbles, cobbles and even boulders of basalt, chert, diorite and metamorphic rocks set in sandy clay tuffaceous matrix were observed in the road cuts going to Barangay Tompagon. This unit was considered as Late Miocene.

The Iponan Formation is consists of well-bedded conglomerates, sandstone and shales exposed along the Iponan River. The conglomerate is composed of rounded to subrounded pebbles and boulders of igneous and metamorphic rocks. According to Pacis (1966) a diorite was partly intruded the Opol Formation.

The relationship between the Opol Formation and the Iponan Formation as not clearly identified however evidences shows that Iponan Formation was deposited in the later stage of stratigraphy.

3.0 Local Geology and Mineralization

From the initial study, the meta-sedimentary rocks that noticed were considered part and parcel of the Himalyan Formation. Host rock in the area is usually schist metamorphic grade, ranging from nearly undeformed to totally schistose. A possible intrusion of andesite was evidently noticed in the northern portion of the area and within the southern portion with the grade ranging from porphyritic andesite to andesitic porphyry. Moderately to highly weathered andesite was noticed with phenocryst sizes ranges approximately from 0.85 mm to 2 mm in diameter. Based on the minerals identified during the survey, the area could be classified as mesothermal type of deposit. Possible banded iron oxides were present in the host rock that defines the type of deposition in the site. For the present of magnetite and hematite found from the Che-Che Vein and Biangka Vein could be classified as oxide facies. Furthermore, evidences of pyrite and chalcopyrite which possibly a replacement of hematite and magnetite particularly in Koline vein might considered to be a sulphide facies. Mineralized zones occurred within the faultlines and joints having a featured of quartz veins and veinlets that includes the interbedded layers of magnetite and hematite, silica and hornblende. The present of quartz in the form of crosscutting veins particularly from Jessie vein and other veins in the area might consider being an alteration mineral where free-gold deposit was formed together with other sulphide oxides.

Several faultlines that mostly trending north-northeast directions were mapped in the area. These faultlines carried the deposition of the gold-quartz and sulphides through a chemical precipitation of the mineral contents of the host rock and the hydrothermal fluids injected on the shear zones. Other sources are within the infill of joints and beddings in the site since the area is highly fractured due to folding. Possible disseminated chromite was also present in some veins. It was noticed that due to the weathering of the host rock, it exposes the gold deposit in the form of placer

deposition which occurs along the bedrock depressions and below natural structures created by fractures, joints, cleavage, faults and bedding planes.

4.0 Engineering Geological Interpretation in the Site

As part of the plant site study, engineering geologic characteristics of the site was initially identified for the development of infrastructure such as the mill plant and other structures related to the operation. The identified site for this purpose is situated within coordinates of 8° 16' 35.94" and 124° 27' 03.88" with elevation of 500 meter above sea level. The area is typically flat and surrounded with ridges that design naturally for security purposes. The soil characteristic was classified as lateritic soil with clayey to silty loam, unfortunately depth of water table was not able to identify due to limited natural resources in conducting this study. Based on ASTM standards, this soil type is a good soil material for any infrastructures. Likewise, natural gully within the area is a good site for tailings pond with its natural occurrence of clay topsoil which will serve as geoliners. Furthermore, engineering geologic and geo-hazard assessment should be made.

5.0 Conclusions and Recommendations

Based on the interpretation and evaluation of all the data gathered, including alteration minerals, associated minerals, characteristics of veins, and structural interpretations suggest that the veins are upper portions of mesothermal system that possibly widen beneath. The deposition is associated with banded iron oxide which characterized as oxide facies and sulphide facies. Quartz, magnetite, hematite and pyrite were developed together with the free-gold and were occurred in the shear zones of the fault lines and from the infill of the joints and bedding. The estimated ore reserved within the elevation of 500 to 600 meter above sea level is 119, 000 MT @ 16 g/mt of Au.

Due to previous mining activity made by the local people, the mineralization such as veins and ore were exposed and the overburden or waste becomes minimal. Furthermore, the over all structural geology of the area is highly fractured due to foldings, several faultlines and intrusion. In addition to this, hydrothermal alteration and weathering makes the area weak and unsafe for tunneling. The dynamic load that might add during the operation will also contribute in the possible geohazard activity such as rock slide and topplings in the area. Therefore, an open pit mining method should be recommended following an engineering geologic design. This will be more geologically economical and safe as compare to tunneling.

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IV

GOLD PROCESSING PLANT OVERVIEW

<https://www.otciq.com/otciq/ajax/showFinancialReportById.pdf?id=29334>

Gold Processing

General

The process plant consists of single line crushing, semi-autogenous primary grinding (SAG) followed by secondary grinding using a ball mill. A pebble crusher is incorporated in closed circuit with the SAG mill.

A gravity circuit is included in closed circuit with the cyclones in order to recover any coarse, free gold prior to regrinding in the ball mill.

Gold extraction is achieved in a conventional carbon-in-leach (CIL) circuit. Gold is removed from the loaded carbon by pressure stripping, and smelting a gold ore product.

Primary Crushing

CLB and CSB ore is delivered by mine truck to the primary crushing station which is permanently located on the front side of the process plant. The primary crusher product discharges via an apron feeder on the stockpile feed conveyor.

Carbon-in-Leach (CIL)

Slurry from the grinding circuit cyclone overflow, after trash removal, is gravity fed to the thickener feed collection box where slurry flows into a 45 m diameter thickener. The thickener overflow flows by gravity into the process water tank. The thickener underflow is pumped at 50% solids by weight into dual parallel 6-stage CIL circuits. Cyanide and lime are staged added to each tank train. On an intermittent basis, loaded carbon is pumped counter current to the slurry flow in order to increase the gold loading. Loaded carbon is removed from the head end of each tank train and is transferred to the acid wash vessel via a vibrating screen.

Proposed Tailings Management Facilities

Tailings Dike Design and Construction Concepts

Design criteria for the TMF were selected to optimize groundwater protection, physical stability and mine closure conditions, and to make maximum use of mine waste materials on a cost effective basis. Due to the presence of cyanide in the tailings slurry, the TMF was designed to withstand a maximum credible earthquake and to contain the runoff from a 24 hour probable maximum flood event, based on internationally and nationally accepted practice and risk ratings.

A cyanide destruction plant will be built to treat the Weak Acid Dissociable cyanide concentration in the water discharged with the tailings slurry. It is not expected that treatment of an acidic runoff will be required during mine operations.

The alignment of the Tailings Dike was selected to provide a natural low permeability foundation, to provide sufficient storage for tailings and water management, and to utilize available natural topographic conditions.

The Tailings Dike will be raised in stages using mine waste materials from open pit stripping. The ultimate crest elevation of the Tailings Dike provides storage. Crest raising by the centreline method of construction will involve fill placement on the tailings beach for the upstream part of the lift. To facilitate this, tailings discharge will be carried out from the dike crest. The Tailings Dike is designed so that supernatant water and runoff reporting to the tailings pond are recycled for use in the mill process. Water will be pumped to the plant using a reclaim water barge.

An emergency spillway is provided to safeguard the dike in the event of unexpected climatic conditions or operational constraints. The emergency spillway will be constructed and will be raised as the dike is raised.

Seepage analyses were carried out to estimate the seepage through the Tailings Dike for the purpose of sizing the chimney and finger drains as well as the perimeter collection ditch. The dike structure is stable under various loading conditions and suitable for post-closure environment.

To ensure dike safety and satisfactory performance as tailings depository, instrumentation is required to be installed in the dike structure. This includes pore water pressure monitoring, settlement monitoring and groundwater monitoring during operation and post-closure.

.....

(iii). any expected purchase or sale of plant and significant equipment; and

NO. ZNXT/PEARL obtained and/or built its own gold processing refining plant to recover and/or produce gold, silver and other precious metals. Majority of the mining equipment and machineries were already procured. ZNXT/PEARL is in negotiation to construct a Copper Floatation Device and/or Unit as an enhancement to increase the recovery of gold and silver. The company is looking for the best deals at the very reasonable cost, and will add this customized unit for the enhanced gold - silver recovery processing plant and refinery.

iv. any expected significant changes in the number of employees.

Yes. ZNXT/PEARL expects this 2nd Quarter of 2010 to increase an additional 50+ manpower. Currently, local unskilled laborers are hired to mine, explore and develop the rich gold ore mineral lands. As soon as the Copper Floatation Unit is constructed and attached to the existing gold processing plant, ZNXT/PEARL will be hiring assembly team of laborers, to work on 3 shifts as machine processing plant operators. Additional security personnel are going to be hired.

B. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Full fiscal years. Discuss the issuer's financial condition, changes in financial condition and results of operations for each of the last two fiscal years. This discussion should address the past and future financial condition and results of operation of the issuer, with particular emphasis on the prospects for the future. The discussion should also address those key variables and other qualitative and quantitative factors that are necessary to an understanding and evaluation of the issuer. If material, the issuer should disclose the following:

The financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the realization of assets, production and revenue generating and the liquidation of any liabilities in the normal course of business.

The ZNXT/ PEARL's 2007, 2008, 2009 financial information presented has been prepared from the books and records and will eventually include a CPA audit according to USA GAAP by a USA PCAOB Accountant. It is to include all disclosures required by generally accepted accounting principles. In the opinion of management, all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of the financial information for the periods indicated, have been included. The results of operations for the year 2009 ended December 31st, are indicative of operating results for the entire year. For further information regarding the Company's accounting policies, refer to the consolidated financial statements and related notes included in the Company's 2007, 2008, and 2009 Annual Report.

i). Any known trends, events or uncertainties that have had or that are reasonably likely to have a material impact on the issuer's short-term or long-term liquidity;

Yes- ZNXT/ PEARL is expected to become receive sufficient funding that is likely to have material impacts on our short-term and long-term liquidity;

ii). Internal and external sources of liquidity;

Internally and currently, ZNXT/PEARL is privately funded by RJH Philippines.

Externally, ZNXT/PEARL had been approached by several accredited investors ready to finance the company's needs for capital equipment expenditures, as well as the needs for our growth, funds for capital working operations and the future Global expansions.

iii). Any material commitments for capital expenditures and the expected sources of funds for such expenditures;

Yes. ZNXT- PEARL Asian Mining had several accredited investors ready to finance the company's need to enhance the existing gold processing plant capable of processing mineral ores at 100 tpd (tons per day) up to 600 tpd (tons per day) operation equivalent to 3,000 tons per month of mineral ores.

iv). Any known trends, events or uncertainties that have had or that are reasonably expected to have a material impact on the net or revenues or income from continuing operations;

Yes. ZNXT-PEARL Asian is optimistic that by mid 2010 will begin the revenue Re-generation and the years thereafter.

ZNext – PEARL Mining Corporation expects an up-trend result to reasonably Have a material impact on the net revenues and income from continuing operations;

v). Any significant elements of income or loss that do not arise for issuer's continuing operations;

No

vi). The causes for any material changes from period to period in one or more line items of the issuer's financial statements; and

None other than what have otherwise been described throughout this 15c211.

vii). Any seasonal aspects that had a material effect on the financial condition or results of operation.

Not substantially during the past two years.

B. Interim Periods. Provide a comparable discussion that will enable the reader to assess material changes in financial condition and results of operations since the end of the last fiscal year and for the comparable interim period in the preceding year.

	<u>(2003- 2006)</u>	<u>(2007-2009)</u>	<u>(2010-Present)</u>
PEARL Asian Mining (ZNext Mining Inc.)	Development Exploration Stage	Post Development Post Exploration Stage Gold Production Stage	Post Development Diamond Drilling Gold, Silver & Other Other Precious Metals Production / Commodities Trading Stages

C. Off-Balance Sheet Arrangements.

1. In a separately-captioned section, discuss the issuer's off-balance sheet arrangements that has or is reasonably likely to have a current or future effect on the issuer's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors. The disclosure shall include the items specified in paragraphs C(1)(i), (ii), (iii) and (iv) of this Item XVI to the extent necessary to an understanding of such arrangements and effect and shall also include such other information that the issuer believes is necessary for such an understanding.

I The nature and business purpose to the issuer of such off-balance sheet arrangements;
 NONE. Not applicable

ii. The importance to the issuer of such off-balance sheet arrangements in respect of its liquidity, capital resources, market risk support, credit risk support or other benefits;
 NONE. Not applicable

iii. The amounts of revenues, expenses and cash flows of the issuer arising from such arrangements; the nature and amounts of any interests retained, securities issued and other indebtedness incurred by the issuer in connection with such arrangements; and the nature and amounts of any other obligations or liabilities (including contingent obligations or liabilities) of the issuer arising from such arrangements that are or are reasonably likely to become material and the triggering events or circumstances that could cause them to arise; and
 NONE. Not Applicable

iv. Any known event, demand, commitment, trend or uncertainty that will result in or is reasonably likely to result in the termination, or material reduction in availability to the issuer, of its off-balance sheet arrangements that provide material benefits to it, and the course of action that the issuer has taken or proposes to take in response to any such circumstances.
 NONE. Not Applicable

As used in paragraph C of this Item XVI, the term off-balance sheet arrangement Means any transaction, agreement or other contractual arrangement to which an entity unconsolidated with the issuer is a party, under which the issuer has:

i. Any obligation under a guarantee contract that has any of the characteristics identified in paragraph 3 of FASB Interpretation No. 45, Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others (November 2002) ("FIN

45"), as may be modified or supplemented, and that is not excluded from the initial recognition and measurement provisions of FIN 45 pursuant to paragraphs 6 or 7 of that Interpretation;

NOT APPLICABLE

ii. A retained or contingent interest in assets transferred to an unconsolidated entity or similar arrangement that serves as credit, liquidity or market risk support to such entity for such assets;

NOT APPLICABLE

iii. Any obligation, including a contingent obligation, under a contract that would be accounted for as a derivative instrument, except that it is both indexed to the issuer's own stock and classified in stockholders' equity in the issuer's statement of financial position, and therefore excluded from the scope of FASB Statement of Financial Accounting Standards No. 133, Accounting for Derivative Instruments and Hedging Activities (June 1998), pursuant to paragraph 11(a) of that Statement, as may be modified or supplemented; or

NOT APPLICABLE

iv. Any obligation, including a contingent obligation, arising out of a variable interest (as referenced in FASB Interpretation No. 46, Consolidation of Variable Interest Entities (January 2003), as may be modified or supplemented) in an unconsolidated entity that is held by, and material to, the issuer, where such entity provides financing, liquidity, market risk or credit risk support to, or engages in leasing, hedging or research and development services with, the issuer.

NOT APPLICABLE

Instructions to paragraph C of Item XVI: (i) No obligation to make disclosure under paragraph C of this Item XVI shall arise in respect of an off-balance sheet arrangement until a definitive agreement that is unconditionally binding or subject only to customary closing conditions exists or, if there is no such agreement, when settlement of the transaction occurs. (ii). Issuers should aggregate off-balance sheet arrangements in groups or categories that provide material information in an efficient and understandable manner and should avoid repetition and disclosure of immaterial information. Effects that are common or similar with respect to a number of off-balance sheet arrangements must be analyzed in the aggregate to the extent the aggregation increases understanding. Distinctions in arrangements and their effects must be discussed to the extent the information is material, but the discussion should avoid repetition and disclosure of immaterial information. (iii). For purposes of paragraph C of this Item XVI only, contingent liabilities arising out of litigation, arbitration or regulatory actions are not considered to be off-balance sheet arrangements. (iv). Generally, the disclosure required by paragraph C of this Item XVI shall cover the most recent fiscal year.

However, the discussion should address changes from the previous year where such discussion is necessary to an understanding of the disclosure. In satisfying the requirements of paragraph C of this Item XVI, the discussion of off-balance sheet arrangements need not repeat information provided in the footnotes to the financial statements, provided that such discussion clearly cross-references to specific information in the relevant footnotes and integrates the substance of the footnotes into such discussion in a manner designed to inform readers of the significance of the information that is not included within the body of such discussion.

NOT APPLICABLE

Part E Issuance History

LIST OF OFFERINGS OF SECURITIES: Whether private or public by the issuer within the two year period ended on the last day of the issuer's most recent fiscal year and from such day to the date the issuer has provided information in response to this item

Item 17. List of securities offerings and shares issued for services in the past two years. List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer (1) within the two-year period ending on the last day of the issuer's most recent fiscal year and (2) since the last day of the issuer's most recent fiscal year. The list shall include all offerings of securities, whether private or public, and shall indicate:

(i) The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.

- I. July 17 2006 Pearl Asian Mining Industries, Inc. SEC 504 Reg D offering September 13, 2006 –Completion of the Regulation D 504 Private Offering to an accredited NY investment group raised \$813,668.00 (less than One Million US Dollars). The company no longer was selling shares of its common stock to the accredited investor group. The limit to any such offering is \$1 million in the trailing twelve months.

USE OF PRIVATE OFFERING UNDER \$1.0 MILLION USD:

The completed offering and funds had assisted **ZNext Mining~ PEARL Asian Mining Industries** (Past Stock Symbol: PAIM) in providing the rapidly increasing needs of working capital in the development of its mine sites' infrastructures, such as access roads towards the Binasan Gold Mine site, engineer's staff housing, dining mess hall, a health, learning center & meditation center. The funds were used to purchase the Gold Processing Plant located in Gango, Libona Bukidnon, and were also used to pay salaries telecommunications, travelling and other direct and indirect overhead costs. Furthermore, the funds were also used for the acquisition of the necessary mining equipment, power generator set, tractor, off – road and company vehicles, as well as the real estate acquisitions of the Manila Head Office near the US Embassy, the Corporate & Guest Housing facility, the Metallurgical/ Chemical Laboratory and Industrial Facilities.

(ii) Any jurisdictions where the offering was registered or qualified;

State of Minnesota

(iii) The number of shares offered;

July 17, 2006 = 200,000,000

(iv). The number of shares sold;

N/A - during the years 2008- 2009

The price at which the shares were offered, and the amount actually paid to the issuer;

Completed on September 17, 2006 - \$813,668.00

(vi). The trading status of the shares; and

All of these shares are in the float via DTCC

(vii) Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the

restrictions on transferability and sale of the shares under the Securities Act.

N/A- Not Applicable during the year 2008 - 2009

The list shall also include all shares or any other securities or options to acquire such securities issued for services in the past two fiscal years and any interim periods, describing:

(1) *the securities =* Common Shares

(2) *the persons or entities to whom such securities were issued and*

July 17, 2006 = appx. 800,000,000 @ \$0.001/ share to Mazuma Corporation

(3) *the services provided by such persons or entities.*

N/A Not Applicable

With respect to private offerings of securities, the list shall also indicate the identity of the persons who purchased securities in such private offering; provided, however, that in the event that any such person is an entity, the list shall also indicate (a) the identity of each natural person beneficially owning, directly or indirectly, more than five percent (5%) of any class of equity securities of such entity and (b) to the extent not otherwise disclosed, the identity of each natural person who controlled or directed, directly or indirectly, the purchase of such securities for such entity.

N/A- Not Applicable

The following exhibits must be either described in or attached to the disclosure statement

Item 18. Material Contracts.

Every material contract, not made in the ordinary course of business, that will be performed after the disclosure statement is posted through the OTC Disclosure and News Service or was entered into not more than two years before such posting. Also include the following contracts:

MATERIAL DISCLOSUREs,

1. **ZNext Mining ~ PEARL Asian Mining Industries (Symbol: ZNXT)** does not have any loan, leases or other indebtedness or financing arrangement requiring the issuer to make payment on.
2. There was a change of control, in which the Founder due to her 2008 near death experience – a Stroke, had sold all of her interest and holdings to RJH Industries – a privately owned Philippine mining organization.
3. In May, 2009, the RJH acquired the Founder’s interest and renamed the ZNext Mining Corporation to the New PEARL Asian Mining Industries, Inc. through the Re-Organization of ZNext Mining Corporation with the approval of the majority shareholders and the Board of Directors had resolved, accepted and acknowledged that all of the USA Re-incorporations had been cancelled, appointed new officers and directors, changed the country of domicile and jurisdiction back to the Philippines.

4. These Corporate Actions of ZNext Mining gave all the current and future Beneficial Shareholders both Common and Preferred, the full 100% Interest of all the Philippines mining assets and holdings. Thus, increasing the value of interest
5. There was No increase in 10% or more of the same class of outstanding equity securities. There was No de-listing of the Issuer's securities in any exchange or NASD.

1). Any contract to which directors, officers, promoters, voting trustees, security holders named in the disclosure statement, or the Designated Advisor for Disclosure are parties other than contracts involving only the purchase or sale of current assets having a determinable market price, at such market price;

NONE. Not Applicable

2) Any contract upon which the issuer's business is substantially dependent, including but not limited to contracts with principal customers, principal suppliers, and franchise agreements;

NONE. Not Applicable

3) Any contract for the purchase or sale of any property, plant or equipment for consideration exceeding 15 percent of such assets of the issuer; or

NONE. Not Applicable

4) Any material lease under which a part of the property described in the disclosure statement is held by the issuer: B. Any management contract or any compensatory plan, contract or arrangement, including but not limited to plans relating to options, warrants or rights, pension, retirement or deferred compensation or bonus, incentive or profit sharing (or if not set forth in any formal document, a written description thereof) in which any director or any executive officer of the issuer participates shall be deemed material and shall be included; and any other management contract or any other compensatory plan, contract, or arrangement in which any other executive officer of the issuer participates shall be filed unless immaterial in amount or significance.

NONE. Not Applicable

C. The following management contracts or compensatory plans need not be included:

- 1) Ordinary purchase and sales agency agreements; NONE. Not Applicable
- 2) Agreements with managers of stores in a chain organization or similar organization;

NONE. Not Applicable

- 3) Contracts providing for labor or salesmen's bonuses or payments to a class of security holders, as such;

NONE. Not Applicable

- 4) Any compensatory plan that is available to employees, officers or directors generally and Provides for the same method of allocation of benefits between management and non-management participants

NONE. Not Applicable

Item 19. Articles of Incorporation and Bylaws.

- A. A complete copy of the issuer's articles of incorporation or in the event that the issuer is not a corporation, the issuer's certificate of organization. Whenever amendments to the articles of incorporation or certificate of organization are filed a complete copy of the articles of incorporation or certificate of organization as amended shall be filed.

Filed & Posted Articles of Incorporation

<https://www.otciq.com/otciq/ajax/showFinancialReportById.pdf?id=28279>
(Philippines SEC Registration Certificate)
(Certificate Of Incorp. –ZNXT/PEARL)

<https://www.otciq.com/otciq/ajax/showFinancialReportById.pdf?id=28296>
(Articles of Incorporation & By-Laws -1)

<https://www.otciq.com/otciq/ajax/showFinancialReportById.pdf?id=28299>
(Articles of Incorporation -2)

<https://www.otciq.com/otciq/ajax/showFinancialReportById.pdf?id=28299>
(Articles of Incorporation -3)

<https://www.otciq.com/otciq/ajax/showFinancialReportById.pdf?id=28327>
(Articles of Incorporation -4)

<https://www.otciq.com/otciq/ajax/showFinancialReportById.pdf?id=28328>
(Articles of Incorporation -5)

<https://www.otciq.com/otciq/ajax/showFinancialReportById.pdf?id=28329>
(Articles of Incorporation -6)

<https://www.otciq.com/otciq/ajax/showFinancialReportById.pdf?id=28330>
(Articles of Incorporation -7)

<https://www.otciq.com/otciq/ajax/showFinancialReportById.pdf?id=28331>
(Articles of Incorporation -8)

<https://www.otciq.com/otciq/ajax/showFinancialReportById.pdf?id=28332>
(Articles of Incorporation -9)

<https://www.otciq.com/otciq/ajax/showFinancialReportById.pdf?id=28333>
(Articles of Incorporation -10)

<https://www.otciq.com/otciq/ajax/showFinancialReportById.pdf?id=28334>
(Articles of Incorporation -11)

<https://www.otciq.com/otciq/ajax/showFinancialReportById.pdf?id=28335>
(Articles of Incorporation -12)

B. filed, a complete copy of the bylaws as amended shall be filed.

<https://www.otciq.com/otciq/ajax/showFinancialReportById.pdf?id=29335>
(Issuer's By-Laws)

C. complete copy of the issuer's bylaws. Whenever amendments to the bylaws are

<https://www.otciq.com/otciq/ajax/showFinancialReportById.pdf?id=29335>
(Issuer's By-Laws)

<https://www.otciq.com/otciq/ajax/showFinancialReportById.pdf?id=29328>
(Historical Overview of ZNext Mining- PEARL Asian Mining Industries, Inc.)

<https://www.otciq.com/otciq/ajax/showFinancialReportById.pdf?id=28106>
(Special Assignment of Rights By the Founder)

**(Assignment OF Rights, Original By-Laws and Historical Events from
Pearl Asian Mining Industries, Inc, to
ZNext Mining Corporation Inc. to PEARL Asian Mining Industries, Inc.)**

Item 20. Purchases of Equity Securities by the Issuer and Affiliated Purchasers:

A. In the following tabular format, provide the information specified in paragraph (B) of this Item XX with respect to any purchase made by or on behalf of the issuer Or any "Affiliated Purchaser" (as defined in paragraph (C) of this Item XX) of shares or other units of any class of the issuer's equity securities.

ISSUER PURCHASES OF EQUITY SECURITIES Period Column (a) Total Number of Shares (or Units) Purchased: Column (b) Average Price Paid per Share (or Unit): Column (c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs: Column (d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs: Month #1 (identify beginning and ending dates): Month #2 (identify beginning and ending dates):Month #3 (identify beginning and ending dates) and Total.

NONE. Not Applicable

The table shall include the following information for each class or series of securities for each month included in the period covered by the report:

NONE. Not Applicable

1. The total number of shares (or units) purchased (Column (a)). Include in this column all issuer repurchases, including those made pursuant to publicly announced plans or programs and those not made pursuant to publicly announced plans or programs. Briefly disclose, by footnote to the table, the number of shares purchased other than through a publicly announced plan or program and the nature of the transaction (e.g., whether the purchases were made in open-market transactions, tender offers, in satisfaction of the company's obligations upon exercise of outstanding put options issued by the company, or other transactions). NONE. Not Applicable

2. The average price paid per share (or unit) (Column (b)). NONE. Not Applicable

3).The total number of shares (or units) purchased as part of publicly announced repurchase plans or programs (Column (c)). NONE. Not Applicable

4. The maximum number (or approximate dollar value) of shares (or units) that may yet be purchased under the plans or programs (Column (d)). NONE. Not Applicable

Instructions to paragraphs (B)(3) and (B)(4) of this Item XX:

a). In the table, disclose this information in the aggregate for all plans or programs publicly announced. NONE. Not Applicable

b). By footnote to the table, indicate: NONE. Not Applicable

i. The date each plan or program was announced; NONE. Not Applicable

ii. The dollar amount (or share or unit amount) approved; NONE. Not Applicable

iii. The expiration date (if any) of each plan or program; NONE. Not Applicable

iv. Each plan or program the issuer has determined to terminate prior to expiration, or under which the issuer does not intend to make further purchases. NONE. Not Applicable

a. For purposes of this Item XX, "Affiliated Purchaser" means:

- i. **A person acting, directly or indirectly, in concert with the issuer for the purpose of acquiring the issuer's securities; or**

NONE. Not Applicable

- ii. **An affiliate who, directly or indirectly, controls the issuer's purchases of such securities, whose purchases are controlled by the issuer, or whose purchases are under common control with those of the issuer;**

provided, however, that "Affiliated Purchaser" shall not include a broker, dealer, or other person solely by reason of such broker, dealer, or other person effecting purchases on behalf of the issuer or for its account, and shall not include an officer or director of the issuer solely by reason of that officer or director's participation in the decision to authorize purchases by or on behalf of the issuer.

NONE. Not Applicable

Item 21. Issuer's Certifications.

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities). The certifications shall follow the format below: I, [identify the certifying individual], certify that:

- 1. I have reviewed this [specify either annual or quarterly disclosure statement] of [identify issuer];**
- 2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and**
- 3. Based on my knowledge, the financials, statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.**

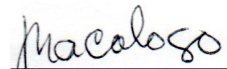
CERTIFICATION

I, Mari Lou Coloso, CPA, Independent Chief Financial Officer for ZNext Mining / PEARL Asian Mining Industries, Inc. hereby certify that the consolidated financial statements and the attached notes, fairly present, in all material respect, the financial position, results of operation and cash flows, in conformity with the accounting principles generally accepted in the United States, consistently applied.

I have reviewed the 2007, 2008 & 2009 Annual Financial Reports & Financial Disclosure Statements of ZNext Mining / PEARL Asian Mining Industries, Inc. Based on my knowledge, the disclosure statements do not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by the disclosure statements. Furthermore, based on my knowledge, the financials, statements, and other financial information included or incorporated by reference in the disclosure statement, fairly present in all material respects, the financial condition, results of operations and cash flows of the ZNext Mining / PEARL Asian Mining Industries, Inc. as of, and for, the periods presented in the disclosure statement.


Moreover, the Annual Financial Reports from 2007, 2008 and 2009 are to be Re-Certified and RE-Audited by an Independent USA CPA according to USA GAAP (by an approved US PCAOB Accountant). These Financial Statement Reports may include all disclosures required by generally accepted accounting principles. In the opinion of management, all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of the financial information for the periods indicated, have been included. The results of operations for these Financial Reports are not necessarily indicative of operating results for the entire years.

Certified By:



Mari Lou Coloso, CPA
Independent CFO

Acknowledged By:



George Faustino S. Carpio, Jr.
CEO/President

